



**ANNUAL GENERAL MEETING
of Grupa KĘTY S.A.**

29 May 2024

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 2023.
6. Examination and approval of the financial statements of the Company for the reporting year 2023.
7. Examination and approval of the consolidated financial statements of the Capital Group for the reporting year 2023.
8. Examination and approval of the Management Board Report on the Operations of the Company and the Capital Group in the reporting year 2023.
9. Distribution of 2023 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. Granting of the vote of approval to the Members of the Supervisory Board.
12. Opinion on the Report on Remuneration of the Management Board and Supervisory Board Members for the year 2023.
13. Issue of E and F series registered subscription warrants entitling to the take-up of L series ordinary bearer shares of the Company and conditional increase of the Company share capital by way of issue of L 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 L series shares take-up by the Management Options Plan participants, as well as amendment to the Company Articles of Association by way of inclusion in the text of the Articles of the conditional share capital increase through the issue of L series shares.
14. Other amendments to the Company Articles of Association.
15. Determination of the number of Members of the Supervisory Board of the 12th term.
16. Appointment of the Members of the Supervisory Board of the 12th term.
17. Miscellaneous.
18. Closure of the General Meeting.

DRAFT RESOLUTIONS

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RESOLUTION No. 1/24

OF THE ANNUAL GENERAL MEETING OF GRUPA KĘTY S.A. of 29 May 2024

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. 2/24

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 29 May 2024**

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 Report of the Supervisory Board for the year 2023.
 6. Examination and approval of the financial statements of the Company for the reporting year 2023.
 7. Examination and approval of the consolidated financial statements of the Capital Group for the reporting year 2023.
 8. Examination and approval of the Management Board Report on the Operations of the Company and the Capital Group in the reporting year 2023.
 9. Distribution of 2023 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. Granting of the vote of approval to the Members of the Supervisory Board.
 12. Opinion on the Report on Remuneration of the Management Board and Supervisory Board Members for the year 2023.
 13. Issue of E and F series registered subscription warrants entitling to the take-up of L series ordinary bearer shares of the Company and conditional increase of the Company share capital by way of issue of L 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 L series shares take-up by the Management Options Plan participants, as well as amendment to the Company Articles of Association by way of inclusion in the text of the Articles of the conditional share capital increase through the issue of L series shares.
 14. Other amendments to the Company Articles of Association.
 15. Determination of the number of Members of the Supervisory Board of the 12th term.
 16. Appointment of the Members of the Supervisory Board of the 12th term.
 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. 3/24

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 29 May 2024**

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 2023, consisting of:
 - the balance sheet of the Company as at 31 December 2023, reflecting the total of assets and the total equity/liabilities of **PLN 1,640,797,000**, respectively;
 - the statement of profit or loss for the period from 1 January to 31 December 2023, reflecting net profit of **PLN 583,533,000**;
 - the statement of comprehensive income for the period from 1 January to 31 December 2023, reflecting comprehensive income of **PLN 588,662,000**;
 - the statement of changes in equity for the period from 1 January to 31 December 2023, reflecting an increase in equity by **PLN 2,903,000**;
 - the cash flow statement for the period from 1 January to 31 December 2023, reflecting a decrease in net cash by **PLN 4,569,000**;
 - supplementary 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. 4/24

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 29 May 2024**

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 2023, consisting of:
 - the consolidated balance sheet as at 31 December 2023, reflecting the total of assets and the total equity/liabilities of **PLN 3,655,321,000**, respectively;
 - the consolidated statement of profit or loss for the period from 1 January to 31 December 2023, reflecting net profit attributable to owners of the parent of **PLN 539,077,000**;
 - the consolidated statement of comprehensive income for the period from 1 January to 31 December 2023, reflecting comprehensive income of **PLN 535,561,000**;
 - the statement of changes in consolidated equity for the period from 1 January to 31 December 2023, reflecting an decrease in equity by **PLN 51,199,000**;
 - the cash flow statement for the period from 1 January to 31 December 2023, reflecting a decrease in net cash by **PLN 50,062,000**.

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

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RESOLUTION No. 5/24

***OF THE ANNUAL GENERAL MEETING
OF GRUPA KEŹTY S.A. of 29 May 2024***

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 2023.
2. The resolution comes into force on the date of its passing.

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RESOLUTION No. 6/24

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 29 May 2024**

1. Acting pursuant to Articles 348 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 2023, amounting to **PLN 583,532,610.48** (say: five hundred and eighty three million five hundred and thirty two thousand six hundred and ten zlotys 48/100) in the following manner:
 - the amount of **PLN 439,793.00** (say: four hundred and thirty nine thousand seven hundred and ninety three zlotys 00/100) to be allocated to covering the actuarial loss in relation to remeasurement of post-employment employee benefits;
 - the amount of **PLN 539,302,773.20** (say: five hundred and thirty nine million three hundred and two thousand seven hundred and seventy three zlotys 20/100) to be allocated to paying dividend to shareholders;
 - the amount of **PLN 43,790,044.28** (say: forty three million seven hundred and ninety thousand forty four zlotys 28/100) to be allocated to increasing the reserve capital.
 - b) The dividend record day is set for 21 August 2024, whereas the dividend payment date is set for:
 - 4 September 2024 – the amount of **PLN 183,963,244.00** (say: one hundred and eighty three million nine hundred and sixty three thousand two hundred and forty four zlotys 00/100);
 - 6 November 2024 – the amount of **PLN 355,339,529.20** (say: three hundred and fifty five million three hundred and thirty nine thousand five hundred and twenty nine zlotys 20/100).
2. The resolution comes into force on the date of its passing.

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RESOLUTION No. 7/24

***OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 29 May 2024***

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 2023.
2. The resolution comes into force on the date of its passing.

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RESOLUTION No. 8/24

***OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 29 May 2024***

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 2023.
2. The resolution comes into force on the date of its passing.

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RESOLUTION No. 9/24
OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 29 May 2024

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 2023.

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

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RESOLUTION No. 10/24
OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 29 May 2024

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 2023.

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

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RESOLUTION No. 11/24

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 29 May 2024**

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 2023.
2. The resolution comes into force on the date of its passing.

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RESOLUTION No. 12/24
OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 29 May 2024

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 2023.

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

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RESOLUTION No. 13/24
OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 29 May 2024

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 2023.
2. The resolution comes into force on the date of its passing.

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RESOLUTION No. 14/24
OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 29 May 2024

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 2023.

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

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RESOLUTION No. 15/24
OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 29 May 2024

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 2023.

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

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RESOLUTION No. 16/24
OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 29 May 2024

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 Anna Włoszek, Member of the Supervisory Board, for the performance of her duties in the reporting year 2023.

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

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RESOLUTION No. 17/24

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 29 May 2024**

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 2023.
2. The resolution comes into force on the date of its passing.

RESOLUTION No. 18/24
OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 29 May 2024

I. Whereas:

- A. By Resolution No. 3/23 of 13 December 2023 (**‘Resolution on the Management Options Plan’**), the Extraordinary General Meeting of Grupa KĘTY S.A. (**‘Company’**) amended Resolution No. 27/20 of the Annual General Meeting of the Company of 20 August 2020 adopting at the Company an incentive plan based on bonds (**‘2020 Plan’**), owing to legal inability to carry out the plan in the initial form.
- B. In order to appreciate the management staff and the key employees of the Company, who in accordance with the principles of the 2020 Plan are eligible to acquire N, O, and P series bonds entitling them to take up the Company shares, and considering the essential need to ensure the performance of the goals of the 2020 Plan adopted by the Company, the Extraordinary General Meeting consented to carrying out by the Company of the Management Options Plan in the years 2020-2028 based on subscription warrants, entitling to the take up of new-issue shares of the Company (**‘Plan’**).
- C. By Resolution No. 4/23 of 13 December 2023, the Extraordinary General Meeting of the Company resolved to issue D series warrants and K series shares in order to enable the offering by the Company of the first tranche of the financial instruments under the Plan.
- D. With regard to the necessity of ensuring the performance of the will of the Shareholders expressed in the Resolution on the Management Options Plan, and enabling the exercise of the first and second part of the Plan, passing of this resolution is essential.

- II. Acting pursuant to Articles 393.5, 453.2, 433.2, and 448 paragraphs 1 and 2.3 of the Code of Commercial Companies, and § 19.1.6 of the Company Articles of Association, for the performance of the Company duties specified in the Management Options Plan referred to in the Resolution No. 3/23 of the Extraordinary General Meeting of 13 December 2023, the General Meeting of the Company resolves as follows:

1. There are issued not more than 180,000 (one hundred and eighty thousand) registered subscription warrants entitling to the take-up of L series ordinary bearer shares of the Company, with the complete exclusion of the rights issue for the existing shareholders of the Company ('Warrants'), in order to enable the performance of the Plan.
2. The Warrants are issued in two series, in the following maximum numbers:
90,000 (ninety thousand) of registered Warrants identified with the letter 'E';
90,000 (ninety thousand) of registered Warrants identified with the letter 'F'.
3. The issue price of one Warrant is PLN 0.01 (one grosh).
4. The Warrants are issued in dematerialised form to be registered in the Securities Depository kept by the Central Securities Depository of Poland (KDPW S.A.).
5. One Warrant entitles to the take-up of one L series share, with the complete exclusion of the rights issue for the existing shareholders of the Company.
6. The Warrants are non-transferable, except for the sale to the Company at the issue price for the purpose of their redemption.
7. The issue price of the L series shares 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.
8. The right to acquire the Warrants will be vested in 80 people, including the Company Management Board members and key managerial staff of the Company as well as its subsidiaries and associates, identified by the Company Management Board at the date and on the terms and conditions specified in Resolution No. 3/23 of the Extraordinary General Meeting of the Company of 13 December 2023 and the Plan Rules.
9. Due to the fact that the Warrants will be offered to not more than 149 persons, their issue does not require the publication of a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC.
10. The right to take up L series shares underlying the Warrants may be exercised on or before:
 - a) 30 September 2027 for E series Warrants, and
 - b) 30 September 2028 for F series Warrants.

The rights to the Warrants which will not have been exercised by the aforesaid dates expire, and the Warrants are subject to redemption.

11. The Company Management Board is authorised to conclude any agreements and undertake any actual or legal steps related to the issue and dematerialisation of the Warrants, including specifically to the conclusion of an agreement with the Central Securities Depository of Poland on the Warrants registration in the Securities Depository.
12. Conditional increase of the Company share capital and issue of L series shares:
 - a) In order to grant the rights to take up the new-issue shares of the Company to the Warrants holders, the share capital of the Company is conditionally increased by the amount which is not higher than PLN 450,000.00 (four hundred and fifty thousand zlotys) through the issue of not more than 180,000 (one hundred and eighty thousand) L series ordinary bearer shares of the nominal value of PLN 2.50 (two zlotys and fifty groszes) each.
 - b) L series shares will be taken up by not more than 149 eligible persons, which means that their issue does not require the publication of a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC.
 - c) L series shares will be taken up at the issue price determined in accordance with Section 7 of this Resolution.
 - d) L series shares will be taken up solely in exchange for cash contributions.
 - e) No special rights will be attached to L series shares.
 - f) L series shares may be taken up by way of submitting a statement on taking up the shares in accordance with Article 451 of the Code of Commercial Companies, at the dates specified in Section 10 of this Resolution.
 - g) L series shares will entitle to participation in dividend beginning from the reporting year starting 1 January 2023, subject that participation in the dividend for the said reporting year and the following years applies only to those L series shares which will have been disclosed in the securities account on or before the dividend record date specified in the respective resolution of the Annual General Meeting of the Company for the relevant reporting year, with regard to assigning the Company profit to distribution among the shareholders ('Dividend Record Date'). If L series shares are disclosed in the securities account post the Dividend Record Date but by the end of the reporting year, they will be covered with dividend beginning from the reporting year starting on 1 January of the year in which the shares were disclosed in the securities account.
 - h) L series shares will be subject to application for admitting them into trading on the Warsaw Stock Exchange regulated market.

13. In the interest of the Company, the rights issue in reference to L series shares and the Warrants is completely excluded for the existing shareholders.
14. Sharing the stand of the Management Board regarding this Resolution, the Company General Meeting decided to adopt the text of the presented written opinion of the Management Board as the resolution justification required under Article 433 paragraphs 2 and 6, and Article 445.1, in relation to Article 449.1 of the Code of Commercial Companies. The Company Management Board presented the following written opinion justifying the complete exclusion of the rights issue with regard to L series shares and the Warrants, the proposed issue price of L series shares and the Warrants, as well as the legitimacy of the conditional share capital increase:

“The justification for the exclusion of the rights issue with regard to E and F series Warrants and L series shares is the purpose of their issue, i.e. granting the right to take up L series shares to the holders of E and F series subscription warrants who participate in the Management Options Plan adopted by the Company (**‘Plan’**). E and F series Warrants entitling to the take-up of L series shares of the Company will be offered to the eligible persons in accordance with the Plan Rules.

The participants of the Plan are the persons whose work is of key importance to the operations of the Company and the companies of its Capital Group. The opportunity to acquire L series shares shall be an incentive for the persons, contributing to greater effectiveness of the Company operations. The performance of the Plan, under which the issue of L series shares will be directed to these people, shall result in their long-term binding to the Company and the Capital Group. Owing to the fact that the results of the Company and the companies of its Capital Group depend on the people employed by them, binding high level specialists to the Company is needed in order to ensure the Company’s proper development.

For the purpose of achieving the goals of the Plan, the issue price of the Warrants is PLN 0.01.

The value of the issue price of L series shares has been determined in a manner ensuring the incentive nature of the Plan. The issue price of the shares offered under the Plan shall be determined in reference 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 Management Options 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.

For the above reasons, exclusion of the rights issue in reference to E and F series Warrants and L series shares for the existing shareholders is in the best interest of the Company and does not contradict the interest of the existing Company shareholders.”

15. The Management Board of the Company is hereby authorised to determine the specific conditions, procedures and dates of taking the steps associated with the offering and issue of L series shares, including the determination of the issue price. The Management Board of the Company is further authorised to undertake any actual or legal steps related to admitting L series shares into trading on the Warsaw Stock Exchange regulated market, which includes entering into an agreement with the Central Securities Depository of Poland with regard to the registration of L series shares in the Securities Depository for the purpose of their dematerialisation.
16. With regard to the above determinations, acting pursuant to Article 430.1 of the Code of Commercial Companies, and § 19.1.5 of the Company Articles of Association, it is resolved to amend § 7 of the Company Articles of Association by adding Section 13 as follows:

“The share capital of the Company is conditionally increased by the amount not higher than PLN 450,000 (say: four hundred and fifty thousand zlotys) through the issue of not more than 180,000 (say: one hundred and eighty thousand) L series ordinary bearer shares of the nominal value of PLN 2.50 (say: two zlotys and fifty groszes) each. The purpose of the conditional increase of the share capital is to vest the rights to take up L series shares in the participants of the Management Options Plan holding E and F series subscription warrants entitling to the take-up of L series shares, with the exclusion of the rights issue for the existing shareholders of the Company.”
17. The resolution comes into force on the date of its passing.

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RESOLUTION No. 19/24

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 29 May 2024**

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:

In § 6.2, sub-clauses 15-17 are added as follows:

- 15) Production of electricity – PKD 35.11.Z;
- 16) Other credit granting – PKD 64.92.Z;
- 17) Advertising agencies – PKD 73.11.Z.

2. The resolution comes into force on the date of its passing, effective on the date of registration of the Company Articles of Association amendment in the National Court Register.

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RESOLUTION No. 20/24
OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 29 May 2024

1. Acting pursuant to Article 395.5 of the Code of Commercial Companies and § 18.1 of the Company Articles of Association, the Annual General Meeting of Grupa KĘTY S.A. determines the number of Members of the Grupa KĘTY S.A. Supervisory Board of the 12th term as

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

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RESOLUTION No. .../24

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 29 May 2024**

1. Acting pursuant to Article 385.1 of the Code of Commercial Companies and § 12.1. of the Company Articles of Association, the Annual General Meeting of Grupa KĘTY S.A. appoints
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Member of the Grupa KĘTY S.A. Supervisory Board of the 12th term.
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 current and the expected financial standing of the Company.

Ref. Item 13 of the Agenda

The resolution justification may be found in the introduction to the draft of the resolution.

Ref. Item 14 of the Agenda

The purpose of amending the Company Articles of Association is to add new object of the Company activities in areas which are outside of its basic lines of business:

1) Production of electricity – PKD 35.11.Z

The amendment results from the intent to commence business activities consisting in manufacturing electric energy from renewable energy sources. It is planned to commission a photovoltaic system within the pending construction of the complex of two press buildings located in Kęty.

2) Other credit granting – PKD 64.92.Z

The amendment refers to another element of liquidity management within the capital group of the Company, namely mutual lending. Within the solution, financial surpluses at the selected subsidiaries of the capital group of the Company may be effectively invested in the form of loans granted to other subsidiaries of the capital group of the Company availing of external finance. In particular, the system may increase the financial liquidity of those subsidiaries which due to their short history of operation or the initial stage of activities development do not avail of bank finance.

3) Advertising agencies – PKD 73.11.Z

The amendment will enable the possible conclusion of reverse factoring agreements. Within such agreements, the Company together with a factor could offer the suppliers the possibility of premature repurchase of its own liabilities, thus giving them the opportunity to improve liquidity based on the financial credibility of the Company.

Enabling the factor access to the Company's contractors, and consequently the possible gratification for the Company on that account, would take place within the activities classified as stated above.

Passing the other resolutions by the Annual General Meeting results from the duties set out in the binding laws and the internal regulations of the Company.