EXTRAORDINARY GENERAL MEETING
of Grupa KĘTY S.A.

4 September 2024

AGENDA

1. Opening of the Extraordinary General Meeting.
2. Appointment of the Chairman of the Extraordinary General Meeting.
3. Determination of the correct convening of the Extraordinary General Meeting and its capacity to pass resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. 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.
6. Miscellaneous.
7. Closure of the session of the Extraordinary General Meeting.

DRAFT RESOLUTIONS

>>Draft<<

RESOLUTION No. 1/24

OF THE EXTRAORDINARY GENERAL MEETING OF GRUPA KĘTY S.A. of 4 September 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.

>>Draft<<

RESOLUTION No. 2/24

OF THE EXTRAORDINARY GENERAL MEETING OF GRUPA KĘTY S.A. of 4 September 2024

1. The General Meeting adopts the following agenda:

    1. Opening of the Extraordinary General Meeting.
    2. Appointment of the Chairman of the Extraordinary General Meeting.
    3. Determination of the correct convening of the Extraordinary General Meeting and its capacity to pass resolutions.
    4. Adoption of the agenda of the Extraordinary General Meeting.
    5. 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.
    6. Miscellaneous.
    7. Closure of the session of the Extraordinary General Meeting.

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

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RESOLUTION No. 3/24

OF THE EXTRAORDINARY GENERAL MEETING OF GRUPA KĘTY S.A. of 4 September 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 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, if 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 are fulfilled at the date and on the terms specified in the aforesaid Resolution and the 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 groshes) 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 are 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 groshes) 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.