

Appendix no 2 – draft resolutions of the Extraordinary Shareholders Meeting of 17 March 2022

For Agenda Item 2:

**Resolution No. 1
of the Extraordinary General Meeting of GI GROUP POLAND S.A.
with its registered office in Warsaw dated 17 March 2022
on the election of the Chairman of the General Meeting.**

§ 1

The Extraordinary General Meeting of the Company decides to elect Mr. [●] as Chairman of the Extraordinary General Meeting.

§ 2

The resolution comes into force upon its adoption.

To Agenda Item 4:

**Resolution No. 2
of the Extraordinary General Meeting of GI GROUP POLAND S.A.
with its registered office in Warsaw dated 17 March 2022
on the adoption of the agenda.**

§ 1.

The Extraordinary General Meeting of the Company hereby adopts the following agenda:

1. Opening of the Extraordinary General Meeting,
2. Election of the Chairman of the Extraordinary General Meeting;
3. Confirmation that the Extraordinary General Meeting was duly convened and is capable of adopting resolutions;
4. Adoption of the agenda;
5. Adoption of a resolution on (i) increase of the Company's share capital through the issue of new ordinary series X bearer shares; (ii) application for admission and introduction of new issue series X shares to trading on the regulated market of the Warsaw Stock Exchange in Warsaw S.A., and (iii) amendments to the Company's Articles of Association;
6. Free motions; and
7. Closing of the Extraordinary General Meeting.

§ 2.

The resolution comes into force upon its adoption.

To Agenda Item 5:

Resolution No. 3
of the Extraordinary General Meeting of GI GROUP POLAND S.A.
with its registered office in Warsaw dated 17 March 2022
on: (i) increase of the Company's share capital through the issue of new ordinary series X bearer shares; (ii) application for admission and introduction of new issue series X shares to trading on the regulated market of the Warsaw Stock Exchange in Warsaw S.A., and (iii) amendments to the Company's Articles of Association
§1.

The Extraordinary General Meeting of the Company, acting pursuant to art. 430, 431 § 2 item 2, art. 431 § 7 in connection with art. 310 and 432 of the Commercial Companies Code ("CCC"), art. 5 of the Act on Trading in Financial Instruments and § 10 section 1 letter f of the Company's Articles of Association, hereby resolves as follows:

1. The Company's share capital shall be increased from PLN 6,575,388.80 by an amount not less than PLN 0.10 and not more than PLN 6,575,388.80, i.e. shall not be lower than PLN 6,575,388.90 and not higher than PLN 13,150,777.60.
2. The increase referred to in sec. 1 above shall be effected through the issue of not less than 1 and not more than 65,753,888 new Series X ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) per share ("**Series X Shares**").
3. The issue of the Series X Shares shall be effected pursuant to Art. 431 § 2 item 2 of the CCC with the preservation of the pre-emptive right for existing shareholders;
4. The offering of the X Series Shares shall be conducted in accordance with the 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;
5. The pre-emptive date, i.e. the date on which shareholders entitled to pre-emptive rights to the Series X Shares are determined, is set for [●] 2022;
6. The shareholder shall be entitled to 1 (one) Series X Share for 1 (one) share held by the shareholder on the pre-emptive date;
7. The issue price per Series X Share shall be PLN 1.45 (one zloty 45/100) ("**Issue Price**").
8. No special rights shall be attached to Series X Shares.
9. The Series X Shares shall have no documentary form and shall be dematerialized pursuant to the applicable laws, including in particular the provisions of the CCC and the Act on Trading in Financial Instruments of 29 July 2005.
10. The Series X Shares shall carry dividend rights as of the distribution of the net profit for the financial year ending on 31 December 2022, i.e. as of 1 January 2022.
11. The Series X Shares shall be the subject of an application for admission and introduction to trading on the regulated market of the Warsaw Stock Exchange in Warsaw S.A. (*pol. Gielda Papierów Wartościowych w Warszawie S.A.*) ("**WSE**"), in the event that all the requirements under the laws and regulations of the WSE are met.
12. The Series X Shares shall be acquired for cash contributions.
13. The final amount of the Company's share capital increase, within the limits set forth herein, pursuant to art. 310 § 2 in conjunction with art. 431 § 7 of the Polish Companies Act, shall be determined following a placement, as a result of allotment of the Series X Shares, duly

subscribed and paid up, by way of a representation on the amount of the Company's share capital to be subscribed, made by the Management Board in the form of a notarial deed, prior to entry of the Company's share capital increase into the Register of Entrepreneurs of the National Court Register.

14. The Management Board of the Company is hereby authorized to:
- a) set the date of commencement and closing of the subscription for Series X Shares
 - b) define the date for exercising the pre-emptive rights to the Series X Shares
 - c) determine detailed rules for allotting the Series X Shares in accordance with Art. 436 of the CCC;
 - d) take all actions relating to the share capital increase provided for herein, including all actions necessary to offer Series X Shares by way of private placement, within the meaning of Art. 431 § 2 point 1 of the CCC;
 - e) to decide to withdraw from the execution of this resolution, to suspend its execution, to withdraw from conducting a private subscription within the meaning of the provisions of Article 431 § 2 point 1 of the CCC, or to suspend its execution at any time;
 - f) to submit, pursuant to art. 310 § 2 in connection with art. 431 § 7 of the CCC, in the form of a notarial deed a statement on the amount of subscribed share capital pursuant to this resolution;
 - g) take all necessary factual and legal actions related to the admission and introduction of Series X Shares to trading on the regulated market of the WSE in accordance with this Resolution;
 - h) conclude with the National Depository for Securities S.A. with its seat in Warsaw ("NDS") an agreement for registration of Series X Shares with the depository for securities and perform all necessary factual and legal actions connected with their dematerialisation and registration with the depository operated by NDS.

§2.

1. The Extraordinary General Meeting of the Company hereby decides to amend the current § 6 section 1 of the Company's Articles of Association by giving it a new, following wording:

“§ 6

1. *The Company's share capital amounts to the amount not lower than PLN 6,575,388.90 and not higher than PLN 13,150,777.60 and is divided into:*
- a) *750,000 (in words: seven hundred and fifty thousand) series A shares with a nominal value of PLN 0.10 (in words: ten groszy) each,*
 - b) *5,115,000 (in words: five million one hundred and fifteen thousand) series B shares with a nominal value of 10 (ten) groszy each,*
 - c) *16,655,000 (sixteen million six hundred and fifty five thousand) series C shares with a nominal value of PLN 0.10 (ten) groszy each,*
 - d) *100,000 (in words: one hundred thousand) series D shares with a nominal value of 10 (ten) groszy each,*
 - e) *100,000 (in words: one hundred thousand) series E shares with a nominal value of 10 (ten) groszy each,*
 - f) *7,406,860 (seven million four hundred six thousand eight hundred sixty) series F shares with a nominal value of 10 (ten) groszy each,*

- g) 2,258,990 (two million two hundred and fifty eight thousand nine hundred and ninety) series G shares with a nominal value of ten (10) cents each, -
- h) 9,316,000 (nine million three hundred sixteen thousand) series H shares with a nominal value of PLN 0.10 (ten groszy) each,
- i) 1,128,265 (one million one hundred and twenty-eight thousand two hundred and sixty five) series K shares with a nominal value of ten (10) cents each,
- j) 5,117,881 (five million one hundred and seventeen thousand eight hundred and eighty one) series L shares with a nominal value of ten (10) cents each,
- k) 12,000,000 (twelve million) series N shares with a nominal value of 10 (ten) groszy each,
- l) 91,511 (ninety one thousand five hundred and eleven) series P shares with a nominal value of ten (10) cents each,
- ł) 5,000,000 series S shares with a nominal value of PLN 0.10 (ten grosz) each,
- m) 55,316 (fifty-five thousand three hundred and sixteen) series T shares with a nominal value of PLN 10 (ten) each,
- n) 171,750 (one hundred and seventy one thousand seven hundred and fifty) series R shares with a nominal value of 10 (ten) cents each,
- o) 225,750 (two hundred and twenty five thousand, seven hundred and fifty) Series U shares, with a nominal value of PLN 0.10 (ten grosz) per share,
- p) 98,315 (ninety-eight thousand three hundred and fifteen) series W shares with a nominal value of ten (10) groszy each,
- q) 163,250 (one hundred sixty three thousand and two hundred fifty) series Y shares with a nominal value of ten (10) groszy each,
- r) not less than 1 (one) and not more than 65,753,888 (sixty five million seven hundred fifty three thousand and eight hundred eighty eight) series X shares with a nominal value of ten (10) groszy each. ”

2. The Extraordinary General Meeting of the Company hereby decides to delete the existing § 6a - § 6e of the Company's Articles of Association.

§3.

The Company's Supervisory Board is hereby authorized to determine the consolidated text of the Company's Articles of Association, taking into account the amendments resulting from this resolution.

§4.

The resolution shall come into force upon its adoption; whereas, the amendment to the Company's Articles of Association shall be effective upon its entry in the register of entrepreneurs of the National Court Register.