

**NOTARIAL DEED**

On twenty first January in the year twenty twenty–two (21.01.2022), in the presence of [●], notary public at [●], undertaking a Notary Public Office at [●] in the building situated in Warsaw, at [●], the Extraordinary General Meeting were taken of the Company under the business name: **GI GROUP POLAND S.A.** with its registered office in Warsaw, address: ul. Grzybowska 3, app. U6, 00-132 Warsaw, REGON number: 932629535, NIP number: 8971655469 registered in the register of entrepreneurs of the National Court Register under KRS No. 0000083941 (the "**Company**"), of which the following minutes were taken:

**MINUTES**

- I. Extraordinary General Meeting of the Company under the business name: GI GROUP POLAND S.A. with its registered office in Warsaw was opened, at [●] o'clock, by [●], who proposed the nomination of candidates for the Chairman of the Extraordinary General Meeting.

[●] was proposed for the Chairman of the Extraordinary General Meeting.

The President of the Management Board ordered a secret vote on the resolution on appointing the Chairman of the Extraordinary General Meeting as follows:

**Resolution No. 1/2022  
of the Extraordinary General Meeting  
GI GROUP POLAND S.A.  
dated 21 January 2022  
on electing the Chairman of the Extraordinary General Meeting**

The Extraordinary General Meeting of the company under the business name: GI GROUP POLAND S.A. with its registered office in Warsaw appoints [●] as Chairman of the Extraordinary General Meeting.

[●] was elected Chairman of the Extraordinary General Meeting, by secret vote, with [●] shares, representing [●]% of the share capital, voted, of which [●] valid votes were cast, including [●] votes " in favour ", [●] votes " Against ", [●] votes " abstaining ".

The identity of the Chairman of the Extraordinary General Meeting: [●], PESEL number: [●], according to the declaration residing at: [●], the notary stated on the basis of the identity card series [●].

- II. The Chairman of the Extraordinary General Meeting [●] took the chair and stated that the Extraordinary General Meeting of the Company had been convened for today at [●] o'clock at the request of the shareholder of the company: GI INTERNATIONAL S.R.L. with its registered office in Milan, address: Piazza IV Novembre No. 5, Milan (postal code: 20124), Italy, pursuant to Article 400 § 1 of the Commercial Companies Code Act. At this Extraordinary General Meeting of the Company, [●] shares are represented, giving [●] votes, out of the total of [●] shares, giving [●] votes, which represents [●] % of the share capital of the Company. In view of the above, the Chairman considered the Extraordinary General Meeting duly convened and stated that it is capable of adopting resolutions.

- III. The Chairman of the General Meeting then ordered a vote on the adoption of the agenda:

**Resolution No. 2/2022  
of the Extraordinary General Meeting  
GI GROUP POLAND S.A.  
dated 21 January 2022  
adopting the agenda**

The Extraordinary General Meeting of the company under the business name: GI GROUP POLAND S.A. with its registered office in Warsaw adopts the following agenda:

1. Opening of the Extraordinary General Meeting;
2. Election of the Chairman of the Extraordinary General Meeting;
3. Confirmation of the legality of convening the Extraordinary General Meeting Adoption;
4. Adoption of the agenda of the Extraordinary General Meeting;
5. Adoption of a resolution on delisting shares of the company GI GROUP POLAND S.A. with its registered office in Warsaw from trading on the regulated market of the Giełda Papierów Wartościowych w Warszawie S.A. (*Warsaw Stock Exchange*) with registered office in Warsaw;
6. Closing of the Extraordinary General Meeting.

***The Chairman stated that the Extraordinary General Meeting had adopted the above resolution by public vote, with [●] shares, representing [●]% of the share capital, voted, of which [●] valid votes were cast, including [●] votes "in favour", [●] votes "Against", [●] votes "abstaining".***

- IV. In pursuance of item 5 of the agenda, the Chairman of the Extraordinary General Meeting ordered voting on the following resolution:

**Resolution No. 3/2022  
of the Extraordinary General Meeting  
GI GROUP POLAND S.A.  
dated 21 January 2022**

**on delisting shares of the company GI GROUP POLAND S.A. with its registered office in Warsaw from trading on the regulated market of the Giełda Papierów Wartościowych w Warszawie S.A. (*Warsaw Stock Exchange*) with registered office in Warsaw**

The Extraordinary General Meeting of the Company, acting pursuant to art. 400 § 1 of the Commercial Companies Code ("**CCC**") and Art. 91 sec. 3 and 4 of the Act on public offering and conditions for placing financial instruments in an organised trading system and on public companies, hereby resolves as follows:

**§ 1**

1. The Extraordinary General Meeting of the Company agree to delist all shares of the Company traded on the regulated market operated by the company: Giełda Papierów Wartościowych w Warszawie S.A. with its registered office in Warsaw (the "**GPW**") i.e. 65,753,888 (in words: sixty five million seven hundred fifty three thousand eight hundred eighty eight) ordinary bearer shares, marked by the Krajowy Depozyt Papierów Wartościowych S.A. (*National Depository for Securities*) (the "**KDPW**") with the code "PLWRKSR00019" consisting of:
  - a. 750,000 (in words: seven hundred and fifty thousand) series A shares of the Company with a nominal value of PLN 0,10 (ten groszy) each;

- b. 5,115,000 (in words: five million one hundred and fifteen thousand) series B shares of the Company with a nominal value of PLN 0,10 (ten groszy) each;
- c. 16,655,000 (sixteen million six hundred and fifty-five thousand) series C shares of the Company with a nominal value of PLN 0,10 (ten groszy) each;
- d. 100,000 (in words: one hundred thousand) series D shares of the Company with a nominal value of PLN 0,10 (ten groszy) each;
- e. 100,000 (in words: one hundred thousand) series E shares of the Company with a nominal value of PLN 0,10 (ten groszy) each;
- f. 7,406,860 (seven million four hundred and six thousand eight hundred and sixty) series F shares of the Company with a nominal value of PLN 0,10 (ten groszy) each;
- g. 2,258,990 (two million two hundred and fifty-eight thousand nine hundred and ninety) series G shares of the Company with a nominal value of 10 PLN 0,10 (ten groszy) each;
- h. 9,316,000 (nine million three hundred and sixteen thousand) series H shares of the Company 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 of the Company with a nominal value of PLN 0,10 (ten groszy) each;
- j. 5,117,881 (five million one hundred and seventeen thousand eight hundred and eighty-one) series L shares of the Company with a nominal value of PLN 0,10 (ten groszy) each;
- k. 12,000,000 (twelve million) series N shares of the Company with a nominal value of PLN 0.10 (ten groszy) each;
- l. 91,511 (ninety-one thousand five hundred and eleven) series P shares of the Company, with a nominal value of PLN 0.10 (ten groszy) each;
- m. 5,000,000 (five million) series S shares of the Company with a nominal value of PLN 0.10 (ten groszy) each;
- n. 55,316 (fifty five thousand three hundred and sixteen) series T shares of the Company, with a nominal value of PLN 0.10 (ten groszy) each;
- o. 171,750 (one hundred and seventy-one thousand seven hundred and fifty) series R shares of the Company, with a nominal value of PLN 0.10 (ten groszy) each;
- p. 225,750 (two hundred and twenty-five thousand seven hundred and fifty) Series U shares in the Company, with a nominal value of PLN 0.10 (ten groszy) each;
- q. 98,315 (ninety-eight thousand, three hundred and fifteen) series W shares in the Company, with a nominal value of PLN 0.10 (ten groszy) each;
- r. 163,250 (one hundred and sixty-three thousand two hundred and fifty) series Y shares in the Company, with a nominal value of PLN 0.10 (ten groszy) each.

(jointly as the “**Shares**”).

2. The Extraordinary General Meeting obliges and authorises the Management Board of the Company to implement the Resolution and to perform any other factual and legal actions which the Company's Management Board deems necessary to implement this Resolution, including without limitation:
  - a. filing an application with the Polish Financial Supervision Authority to obtain consent for the delisting of the Shares; and
  - b. filing a motion with GPW to withdrawal all the Shares trading on the regulated (main) market run by GPW.

## § 2

The resolution enters into force on the date of its adoption.

**The Chairman stated that the Extraordinary General Meeting had adopted the above resolution by public vote, with [●] shares, representing [●]% of the share capital, voted, of which [●] valid votes were cast, including [●] votes "in favour", [●] votes "Against", [●] votes "abstaining".**

- V. Considering the agenda was closed, the Chairman closed the session of the Extraordinary General Meeting of the Company.
- VI. Attached to these minutes is the attendance list and information corresponding to the current copy from the Register of Entrepreneurs, taken pursuant to Article 4 section 4aa of the Act of 20 August 1997 on the National Court Register, on [●].01.2022.
- VII. Copies of this Notarial Deed may be issued to the shareholders and the Company in any number.
- VIII. Costs:
  - 1) **notary fees** pursuant to Article 9 section 1 subsection 2 and Article 17 of the Regulation of the Minister of Justice of 28 June 2004 on maximum rates of notarial fees (consolidated text: Journal of Laws 2020, item 1473) in the amount of **PLN [●]**;
  - 2) **VAT tax (23%)** pursuant to Article 41 par. 1 in connection with Article 146aa of the Act of 11 March 2004 on tax on goods and services (consolidated text: Journal of Laws 2020, item 685 as amended) in the amount of **PLN [●]**.

Tax on civil law transactions was not collected, as the resolutions adopted by the Extraordinary General Meeting of Shareholders do not result in an increase in the Company's share capital and as actions not listed in Article 1 of the Act of 9th September 2000 on tax on civil law transactions (consolidated text: Journal of Laws of 2020, item 815 as amended) are not subject to this tax.

The above costs do not include the costs of extracts, which, together with the legal basis for their collection, will be stated on each extract.

**This deed has been read, accepted and signed.**