

RESOLUTION No. 1

Annual General Meeting of the Shareholders of
Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 21 June 2023

on the election of the Chairman of the Meeting

§ 1.

Pursuant to Article 409 § 1 of the Commercial Companies Code, the Annual General Meeting of the Shareholders of the Company resolves to appoint the Chairman of the Meeting in the person of Jakub Zagrajek.

§ 2.

This resolution comes into force on the date of its adoption.

§ 3.

The resolution was adopted by secret ballot.

The number of shares of which given valid votes	Percentage share of total number of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
500 468 489	87.15%	500 468 489	500 468 489	-	-

RESOLUTION No. 2

Annual General Meeting of the Shareholders of
Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 21 June 2023

on the adoption of the agenda

The Annual General Meeting of the Shareholders of the Company adopts the following agenda:

1. Opening of the General Meeting;
2. Election of the Chairman of the General Meeting;
3. Statement regarding the fact that the General Meeting was duly convened and that it is capable of adopting resolutions;
4. Adoption of the General Meeting's agenda;
5. Adoption of a resolution on the consideration and approval of the Company's financial statements for the financial year 2022, and of the report of the Management Board on the Company's operations in the financial year 2022;
6. Adoption of a resolution on the consideration and approval of the consolidated financial statements of the Company's Capital Group for the financial year 2022 and of the report of the Management Board on the operations of the Company's Capital Group in the financial year 2022;
7. Adoption of a resolution on the distribution of profit for the financial year 2022;
8. Adoption of resolutions on granting approval of the fulfilment of duties performed by the Company's Management Board Members in the financial year 2022 (separately for each member);
9. Adoption of resolutions on granting approval of the fulfilment of duties performed by the Company's Supervisory Board Members in the financial year 2022 (separately for each member);
10. Adoption of a resolution on the opinion of the General Meeting regarding the report on the remuneration of the Members of the Management Board and Supervisory Board of the Company for 2022;
11. Adoption of a resolution on the adoption of the buy-back programme and the establishment of a reserve fund for the purposes of that programme; and
12. Closing of the General Meeting.

§ 2.

This resolution comes into force on the date of its adoption.

The number of shares of which given valid votes	Percentage share of total number of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
500 468 489	87.15%	500 468 489	500 468 489	-	-

RESOLUTION No. 3

Annual General Meeting of the Shareholders of
Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 21 June 2023

on the consideration and approval of the Company's financial statements for the financial year 2022 and the Management Board's report on the Company's activities in the financial year 2022

§ 1.

Pursuant to Articles 393(1) and 395 § 2(1) of the Commercial Companies Code and Article 53(1) of the Accounting Act dated 29 September 1994 as amended, the Annual General Meeting of the Shareholders of the Company, having reviewed and considered the opinion of the Supervisory Board of the Company, approves the financial statements of the Company for the financial year 2022 including the separate statement regarding the financial position of the Company as at 31 December 2022, the separate income statement, the separate statement on comprehensive income, the separate statement on changes in equity, the separate statement on changes in cash flows and the accounting principles (policy) and additional notes, and approves the report of the Company's Management Board regarding the Company's activities in the financial year 2022.

§ 2.

This resolution comes into force on the date of its adoption.

The number of shares of which given valid votes	Percentage share of total number of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
500 468 489	87.15%	500 468 489	500 468 489	-	-

RESOLUTION No. 4

Annual General Meeting of the Shareholders of
Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 21 June 2023

on the consideration and approval of the consolidated financial statements of the Company's Capital Group for the financial year 2022 and the report of the Company's Management Board on the activities of the Company's Capital Group in the financial year 2022

§ 1.

Pursuant to Article 395 § 5 of the Commercial Companies Code and Article 63c (4) of the Accounting Act of 29 September 1994, the Annual General Meeting of the Shareholders of the Company, having reviewed the consolidated financial statements of the Company's Capital Group for the financial year 2022 and the report of the Company's Management Board on the activities of the Company's Capital Group in the financial year 2022, approves the consolidated financial statements of the Company's Capital Group for the financial year 2022 and the report of the Company's Management Board on the activities of the Company's Capital Group in the financial year 2022.

§ 2.

This resolution comes into force on the date of its adoption.

The number of shares of which given valid votes	Percentage share of total number of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
500 468 489	87.15%	500 468 489	500 468 489	-	-

RESOLUTION No. 5

Annual General Meeting of the Shareholders of
Globe Trade Centre Spółka Akcyjna (the "Company")
dated 21 June 2023
on the distribution of profit

§ 1

Pursuant to Article 395 § 2(2) in connection with Article 348 § 1 of the Commercial Companies Code, the Annual General Meeting of the Shareholders of the Company resolves to distribute the profit in the amount (i) shown as the profit for financial year ending 31 December 2022 in the Company's financial statements, i.e. the amount of PLN 108,934,000 (in words: one hundred eight million nine hundred thirty-four thousand zlotys), increased by (ii) the part of the spare capital (*kapitał zapasowy*), created from retained earnings in previous years, in the amount of PLN 23,144,678.06 (in words: twenty-three million one hundred forty-four thousand six hundred seventy-eight zlotys 06/100) to the Company's shareholders in the form of a dividend, as set out in § 2 – 3 below.

§ 2

The shareholders of the Company as of 14 July 2023 (the dividend record date) shall be entitled to receive the above-mentioned dividend. The dividend shall be payable in cash. The dividend payment date shall be 15 September 2023.

§ 3

The dividend to be paid out by the Company shall amount to PLN 0.23 (in words: zero zlotys 23/100) per share.

§ 4

This resolution comes into force on the date of its adoption.

The number of shares of which given valid votes	Percentage share of total number of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
500 468 489	87.15%	500 468 489	437 371 181	-	63 097 308

RESOLUTION No. 6

Annual General Meeting of the Shareholders of
Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 21 June 2023

*on granting approval for the fulfilment of duties performed by Mr Zoltán Fekete - President of the Company's
Management Board for the financial year 2022*

§ 1.

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Shareholders of the Company grants its approval regarding the fulfilment of duties performed by the President of the Company's Management Board, Mr Zoltán Fekete, for the period from 17 March 2022 to 31 December 2022.

§ 2.

This resolution comes into force on the date of its adoption.

§ 3.

The resolution was adopted by secret ballot.

The number of shares of which given valid votes	Percentage share of total number of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
500 468 489	87.15%	500 468 489	500 468 489	-	-

RESOLUTION No. 7

Annual General Meeting of the Shareholders of
Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 21 June 2023

*on granting approval for the fulfilment of duties performed by Yovav Carmi - President of the Company's
Management Board for the financial year 2022*

§ 1.

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Shareholders of the Company grants its approval regarding the fulfilment of duties performed by the President of the Company's Management Board, Mr Yovav Carmi for the period from 1 January 2022 to 14 January 2022.

§ 2.

This resolution comes into force on the date of its adoption.

§ 3.

The resolution was adopted by secret ballot.

The number of shares of which given valid votes	Percentage share of total number of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
500 468 489	87.15%	500 468 489	500 468 489	-	-

RESOLUTION No. 8

Annual General Meeting of the Shareholders of
Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 21 June 2023

on granting approval for the fulfilment of duties performed by Ariel Alejandro Ferstman - a member of the Company's Management Board for the financial year 2022

§ 1.

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Shareholders of the Company grants its approval regarding the fulfilment of duties performed by the Company's Management Board member, Mr Ariel Alejandro Ferstman for the financial year 2022.

§ 2.

This resolution comes into force on the date of its adoption.

§ 3.

The resolution was passed by secret ballot.

The number of shares of which given valid votes	Percentage share of total number of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
500 468 489	87.15%	500 468 489	500 468 489	-	-

RESOLUTION No. 9

Annual General Meeting of the Shareholders of
Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 21 June 2023

*on granting approval for the fulfilment of duties performed by Janos Gardai - a member of the Company's
Management Board for the financial year 2022*

§ 1.

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Shareholders of the Company grants its approval regarding the fulfilment of duties performed by the Company's Management Board member, Mr Janos Gardai from 1 February 2022 to 31 December 2022.

§ 2.

This resolution comes into force on the date of its adoption.

§ 3.

The resolution was adopted by secret ballot.

The number of shares of which given valid votes	Percentage share of total number of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
500 468 489	87.15%	500 468 489	500 468 489	-	-

RESOLUTION No. 10

Annual General Meeting of the Shareholders of
Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 21 June 2023

*on granting approval for the fulfilment of duties performed by Pedja Petronijevic - a member of the
Company's Management Board for the financial year 2022*

§ 1.

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Shareholders of the Company grants its approval regarding the fulfilment of duties performed by the Company's Management Board member, Mr Pedja Petronijevic, for the period from 15 January 2022 to 15 July 2022.

§ 2.

This resolution comes into force on the date of its adoption.

§ 3.

The resolution was adopted by secret ballot.

The number of shares of which given valid votes	Percentage share of total number of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
500 468 489	87.15%	500 468 489	500 468 489	-	-

RESOLUTION No. 11

Annual General Meeting of the Shareholders of
Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 21 June 2023

*on granting approval for the fulfilment of duties performed by Gyula Nagy - a member of the Company's
Management Board for the financial year 2022*

§ 1.

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Shareholders of the Company grants its approval regarding the fulfilment of duties performed by the Company's Management Board member, Mr Gyula Nagy, for the period from 1 January 2022 to 28 January 2022.

§ 2.

This resolution comes into force on the date of its adoption.

§ 3.

The resolution was adopted by secret ballot.

The number of shares of which given valid votes	Percentage share of total number of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
500 468 489	87.15%	500 468 489	500 468 489	-	-

RESOLUTION No. 12

Annual General Meeting of the Shareholders of
Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 21 June 2023

on granting approval for the fulfilment of duties performed by Zoltán Fekete - a Chairman of the Supervisory Board of the Company for the financial year 2022

§ 1.

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Shareholders of the Company grants its approval regarding the fulfilment of duties performed by the Chairman of the Company's Supervisory Board, Mr Zoltán Fekete for the period from 1 January 2022 to 11 March 2022.

§ 2.

This resolution comes into force on the date of its adoption.

§ 3.

The resolution was adopted by secret ballot.

The number of shares of which given valid votes	Percentage share of total number of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
500 468 489	87.15%	500 468 489	500 468 489	-	-

RESOLUTION No. 13

Annual General Meeting of the Shareholders of
Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 21 June 2023

on granting approval for the fulfilment of duties performed by János Péter Bartha - a Member of the Supervisory Board and Chairman of the Supervisory Board of the Company for the financial year 2022

§ 1.

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Shareholders of the Company grants its approval regarding the fulfilment of duties performed by the Chairman of the Company's Supervisory Board, Mr János Péter Bartha for the financial year 2022.

§ 2.

This resolution comes into force on the date of its adoption.

§ 3.

The resolution was adopted by secret ballot.

The number of shares of which given valid votes	Percentage share of total number of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
500 468 489	87.15%	500 468 489	500 468 489	-	-

RESOLUTION No. 14

Annual General Meeting of the Shareholders of
Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 21 June 2023

*on granting approval for the fulfilment of duties performed by Mariusz Grendowicz - a Member of the
Supervisory Board of the Company for the financial year 2022*

§ 1.

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Shareholders of the Company grants its approval regarding the fulfilment of duties performed by the Company's Supervisory Board Member, Mr Mariusz Grendowicz, for the periods from 1 January 2022 to 14 June 2022, and from 2 September 2022 to 31 December 2022.

§ 2.

This resolution comes into force on the date of its adoption.

§ 3.

The resolution was adopted by secret ballot.

The number of shares of which given valid votes	Percentage share of total number of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
500 468 489	87.15%	500 468 489	500 468 489	-	-

RESOLUTION No. 15

Annual General Meeting of the Shareholders of
Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 21 June 2023

*on granting approval for the fulfilment of duties performed by Marcin Murawski - a Member of the
Supervisory Board of the Company for the financial year 2022*

§ 1.

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Shareholders of the Company grants its approval regarding the fulfilment of duties performed by the Company's Supervisory Board Member, Mr Marcin Murawski, for the financial year 2022.

§ 2.

This resolution comes into force on the date of its adoption.

§ 3.

The resolution was adopted by secret ballot.

The number of shares of which given valid votes	Percentage share of total number of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
500 468 489	87.15%	500 468 489	500 468 489	-	-

RESOLUTION No. 16

Annual General Meeting of the Shareholders of
Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 21 June 2023

on granting approval for the fulfilment of duties performed by Gyula Nagy - a Member of the Supervisory Board of the Company for the financial year 2022

§ 1.

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Shareholders of the Company grants its approval regarding the fulfilment of duties performed by the Company's Supervisory Board Member, Mr Gyula Nagy, for the period from 11 March 2022 to 31 December 2022.

§ 2.

This resolution comes into force on the date of its adoption.

§ 3.

The resolution was adopted by secret ballot.

The number of shares of which given valid votes	Percentage share of total number of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
500 468 489	87.15%	500 468 489	500 468 489	-	-

RESOLUTION No. 17

Annual General Meeting of the Shareholders of
Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 21 June 2023

on granting approval for the fulfilment of duties performed by Bruno Vannini - a Member of the Supervisory Board of the Company for the financial year 2022

§ 1.

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Shareholders of the Company grants its approval regarding the fulfilment of duties performed by the Company's Supervisory Board Member, Mr Bruno Vannini for the period from 21 April 2022 to 31 December 2022.

§ 2.

This resolution comes into force on the date of its adoption.

§ 3.

The resolution was adopted by secret ballot.

The number of shares of which given valid votes	Percentage share of total number of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
500 468 489	87.15%	500 468 489	500 468 489	-	-

RESOLUTION No. 18

Annual General Meeting of the Shareholders of
Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 21 June 2023

on granting approval for the fulfilment of duties performed by Artur Kozieja - a Member of the Supervisory Board of the Company for the financial year 2022

§ 1.

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Shareholders of the Company grants its approval regarding the fulfilment of duties performed by the Company's Supervisory Board Member, Mr Artur Kozieja, for the period from 14 June 2022 to 31 December 2022.

§ 2.

This resolution comes into force on the date of its adoption.

§ 3.

The resolution was adopted by secret ballot.

The number of shares of which given valid votes	Percentage share of total number of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
500 468 489	87.15%	500 468 489	500 468 489	-	-

RESOLUTION No. 19

Annual General Meeting of the Shareholders of
Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 21 June 2023

on granting approval for the fulfilment of duties performed by Bálint Szécsényi - a Member of the Supervisory Board of the Company for the financial year 2022

§ 1.

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Shareholders of the Company grants its approval regarding the fulfilment of duties performed by the Company's Supervisory Board Member, Mr Bálint Szécsényi (Bálint Szécsényi) for the financial year 2022.

§ 2.

This resolution comes into force on the date of its adoption.

§ 3.

The resolution was passed by secret ballot.

The number of shares of which given valid votes	Percentage share of total number of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
500 468 489	87.15%	500 468 489	500 468 489	-	-

RESOLUTION No. 20

Annual General Meeting of the Shareholders of
Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 21 June 2023

on granting approval for the fulfilment of duties performed by Lórant Dudas - a Member of the Supervisory Board of the Company for the financial year 2022

§ 1.

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Shareholders of the Company grants its approval regarding the fulfilment of duties performed by the Company's Supervisory Board Member, Mr Lórant Dudas for the performance of his duties for the financial year 2022.

§ 2.

This resolution comes into force on the date of its adoption.

§ 3.

The resolution was adopted by secret ballot.

The number of shares of which given valid votes	Percentage share of total number of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
500 468 489	87.15%	500 468 489	500 468 489	-	-

RESOLUTION No. 21

Annual General Meeting of the Shareholders of
Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 21 June 2023

on granting approval for the fulfilment of duties performed by Daniel Obajtek - a Member of the Supervisory Board of the Company for the financial year 2022

§ 1.

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Shareholders of the Company grants its approval regarding the fulfilment of duties performed by the Company's Supervisory Board Member, Mr Daniel Obajtek, for the period from 1 January 2022 to 15 November 2022.

§ 2.

This resolution comes into force on the date of its adoption.

§ 3.

The resolution was adopted by secret ballot.

The number of shares of which given valid votes	Percentage share of total number of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
500 468 489	87.15%	500 468 489	500 468 489	-	-

RESOLUTION No. 22

Annual General Meeting of the Shareholders of
Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 21 June 2023

on granting approval for the fulfilment of duties performed by Balázs Figura - a Member of the Supervisory Board of the Company for the financial year 2022

§ 1.

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting of the Shareholders of the Company grants its approval regarding the fulfilment of duties performed by the Company's Supervisory Board Member, Mr Balázs Figura for the financial year 2022.

§ 2.

This resolution comes into force on the date of its adoption.

§ 3.

The resolution was adopted by secret ballot.

The number of shares of which given valid votes	Percentage share of total number of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
500 468 489	87.15%	500 468 489	500 468 489	-	-

RESOLUTION No. 23

Annual General Meeting of the Shareholders of
Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 21 June 2023

on the opinion of the General Meeting of Shareholders of the Company on the report regarding the remuneration of the members of the Management Board and the Supervisory Board of the Company for the year 2022

§ 1.

The Annual General Meeting of the Shareholders of the Company, acting on the basis of Article 90g (6) of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies, and Article 395 § 2¹ of the Commercial Companies Code, following a review of the report regarding the remuneration of the Members of the Management Board and Supervisory Board of the Company prepared by the Supervisory Board of the Company for the year 2022 (hereinafter: the "**Report**"), which was also reviewed by a certified auditor - PricewaterhouseCoopers Polska spółka z ograniczoną odpowiedzialnością sp.k, issues a positive opinion on the content of the Report.

§ 2.

This resolution comes into force on the date of its adoption.

The number of shares of which given valid votes	Percentage share of total number of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
500 468 489	87.15%	500 468 489	444 968 525	699 964	54 800 000

RESOLUTION No. 24

of the Annual General Meeting of the Shareholders of
Globe Trade Centre S.A. (the "**Company**")
dated 21 June 2023

regarding the adoption of the buy-back programme and the establishment of a reserve fund for the purposes of that programme

§ 1.

Acting pursuant to Article 393(6) in conjunction with Article 362 § 1 (8) of the Commercial Companies Code (the "**CCC**"), the annual general meeting of the shareholders of the Company (the "**General Meeting**") consents and authorises the management board of the Company (the "**Management Board**") to acquire the fully-paid for ordinary bearer shares in the Company (the "**Shares**") on the terms as provided in § 2 – § 6 of this resolution (the "**Buy-back Programme**").

§ 2.

The acquisition of the Shares under the Buy-back Programme shall be subject to the following terms and conditions:

1. the Company may acquire no more than 86,138,268 (in words: eighty-six million one hundred and thirty-eight thousand two hundred and sixty-eight) Shares that, on the date of the adoption of this resolution, represent no more than 15% of the share capital of the Company;
2. the price for the purchase of the Shares may not be lower than PLN 5.00 (in words: five zloty) per Share, and cannot be higher than PLN 7.00 (in words: seven zloty) per Share;
3. the Management Board shall be authorised to acquire the Shares on or before 30 June 2024;
4. the Shares will be acquired by the Company by way of:
 - a) the submission by the Company to all of the shareholders of a voluntary offer (one or more) to repurchase the Shares, whereas in the event that the number of tendered Shares in response to the offer submitted by the Company exceeds the above-mentioned limit, the Company shall be required to apply a proportional reduction of the shares tendered for sale by the shareholders of the Company, or
 - b) transactions concluded on or outside of the regulated market or in block transactions (taking into account the principle of equal treatment of shareholders), or
 - c) the acquisition of shares on the stock exchange market from an unspecified group of shareholders (blind orders); or
 - d) the terms and conditions specified in Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No. 596/2014 of the European Parliament and of the Council with regards to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures; and
5. the Shares acquired by the Company under the Buy-back Programme may be redeemed or used for any purpose permitted by law.

§ 3.

The Management Board is authorised to determine other conditions for the acquisition of the Shares under the Buy-back Programme to the extent not regulated in this resolution or in any mandatory laws.

§ 4.

For the purposes of financing the acquisition of the Shares under the Buy-back Programme, in accordance with Article 14 section 1 and 2 of the Company's Articles of Association, Article 396 § 4 and 5 in conjunction with Article 362 § 2(3) and Article 348 § 1 of the CCC, the General Meeting resolves to establish reserve capital for the purposes of the Buy-back Programme and designated for the payment of the price of the Shares acquired by the Company under the Buy-back Programme and the coverage of the purchase costs.

For the purposes of financing the reserve capital referred to in the previous sentence, the amount of PLN 633,116,269.8 (in words: six hundred and thirty-three million one hundred and sixteen thousand two hundred and sixty-nine zlotys 80/100) shall be transferred from the Company's supplementary capital (to which all of the profit shown in the Company's financial statements for the financial year ending 31 December 2022 was transferred based on Resolution No. 5 of the Annual General Meeting of the Shareholders of the Company), i.e. from funds originating from the amount that, in accordance with Article 348 § 1 of the Commercial Companies Code, may be designated for distribution to the reserve capital established for the purpose of the execution of the Buy-back Programme. Consequently, the supplementary capital of the Company will be decreased by the value of the established reserve capital.

§ 5.

The Management Board may discontinue the Buy-back Programme prior to the term referred to in 2 or before all of the funds allotted for the acquisition of the Shares under the Buy-back Programme have been used, or may decide not to acquire the Shares either entirely or in part.

§ 6.

The Management Board shall be authorised to take any legal and other actions (*czynności faktyczne i prawne*) aimed at implementing the Buy-back Programme and acquiring the Shares in accordance with the terms of this resolution, including, specifically, determining the detailed terms of acquiring the Shares outside of the scope specified by this resolution.

§ 7.

This resolution shall come into force upon the adoption thereof.

Justification:

The draft resolution provides for the authorisation of the Management Board by the General Meeting of the Company to acquire treasury shares within the limits provided in the authorisation. From a corporate finance perspective, a share buyback is a more efficient way to return capital investment to shareholders than the payment of dividend.

As provided in the draft of the resolution, the Management Board will be authorised to acquire treasury shares on or before 30 June 2024 in a number that jointly represents no more than 15% of the Company's share capital and at a price of no less than PLN 5.00 and no more than PLN 7.00 per share. The acquisition of the treasury shares will be financed by an amount that may, pursuant to Article 348 §1 of the CCC, be designated for distribution among the shareholders, i.e. PLN 633,116,269.8 (in words: six hundred and thirty-three million one hundred and sixteen thousand two hundred and sixty-nine zlotys 80/100).

The draft resolution provides that the acquisition of the treasury shares may be made by way of: (i) the submission by the Company to all of the shareholders of a voluntary offer (one or more) to repurchase the Shares; (ii) the methods specified in Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No. 596/2014 of the European Parliament and of the Council with regards to

regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures; (iii) transactions concluded on or outside of the regulated market or in block transactions (taking into account the principle of equal treatment of shareholders); or (iv) the acquisition of shares on the stock exchange market from an unspecified group of shareholders (blind orders).

The range within which the Management Board will be authorised to determine the price for the purchase of the treasury shares will allow the Management Board to respond to changing market conditions. The authorisation is granted to the Management Board to the extent that it is not regulated in this resolution or pursuant to any mandatory laws, in particular, in the CCC, Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC, and the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures.

The Management Board will also be authorised to withdraw from the acquisition of shares, either entirely or in part. Such authorisation is required for the Management Board to be able to react to dynamically changing market conditions and to adapt to the future financial position of the Company.

The number of shares of which given valid votes	Percentage share of total number of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
500 468 489	87.15%	500 468 489	23 634 166	476 827 020	7 303