

Draft Resolutions for the Extraordinary General Meeting of ACTION S.A. in restructuring due to convene on 06.09.2017

RESOLUTION No. 1

of the Extraordinary General Meeting

of the Company operating under the business name of: ACTION Spółka Akcyjna in restructuring

of 06.09.2017

on appointing the Chairperson of the Meeting

Acting pursuant to Article 409 §1 of the Commercial Companies Code, the Annual General Meeting hereby resolves to appoint as Chairperson of the General Meeting.

RESOLUTION No. 2

of the Annual General Meeting

of the Company operating under the business name of: ACTION Spółka Akcyjna in restructuring

of 06.09.2017

on adopting the agenda

Acting pursuant to § 9 (1b) and (2) of the Rules of Procedure of the General Meeting of the company operating under the business name of ACTION Spółka Akcyjna, the Extraordinary General Meeting hereby resolves to adopt the agenda in the wording presented in the notice on convening the General Meeting published on the Company's website www.action.pl on 07.08.2016 and in current report no. 60/2017.

RESOLUTION No. 3

of the Annual General Meeting

of the Company operating under the business name of: ACTION Spółka Akcyjna in restructuring

of 06.09.2017

on Companies Merger

Acting in accordance with article 492 § 1 point 1, article 506, article 515, article 516 § 6 and §11 item 1 point 6 of Articles of Association, Extraordinary General Meeting of ACTION S.A. in restructuring (Company), after getting acquainted with the mergen plan:

ACTION Spółka Akcyjna in restructuring with its registered office in Zamienie (as the acquiring company) and ACTINA Spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw (as the acquired company) and "SFERIS" Spółka z ograniczoną odpowiedzialnością with its registered office in Zamienie (as the acquired company) and RETAILWORLD Spółka z ograniczoną odpowiedzialnością with its registered office in Stara Iwiczna (as the acquired company) and GRAM.PL Spółka z ograniczoną odpowiedzialnością with its registered office in Zamienie (as the acquired company), drawn up on 31 July 2017 and published in the current report of ACTION S.A. in restructuring no 55/2017 of 31 July 2017 and on this date published on the website of each of the merging companies will adopt the following resolution:

1. ACTION Spółka Akcyjna in restructuring with its registered office in Zamienie, registered with the District Court for the capital city of Warsaw, 12th Commercial Division of the National Court Register under KRS no.: 0000214038. Statistical ID (REGON) no.: 011909816. Tax ID (NIP) no.: 5271107221 (as the acquiring company – hereinafter referred to as: the "Acquiring Company") enters into a merger with its subsidiaries:

- ACTINA Spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw, registered with the District Court for the capital city of Warsaw, 12th Commercial Division of the National Court Register under KRS no.: 0000179289. Statistical ID (REGON) no.: 015580477. Tax ID (NIP) no.: 5272418785 (as the acquired company – hereinafter referred to as: "Acquired Company 1");

- "SFERIS" Spółka z ograniczoną odpowiedzialnością with its registered office in Zamienie, registered with the District Court for the capital city of Warsaw, 13th Commercial Division of the National Court Register under KRS no. 0000129210. Statistical ID (REGON) no.: 015246420. Tax ID (NIP) no.: 5212946411 (as the acquired company – hereinafter referred to as: "Acquired Company 2");

- RETAILWORLD Spółka z ograniczoną odpowiedzialnością with its registered office in Stara Iwiczna, registered with the District Court for the capital city of Warsaw, 14th Commercial Division of the National Court Register under KRS no.: 0000486164. Statistical ID (REGON) no.: 146973784. Tax ID (NIP) no.: 1231282140 (as the acquired company – hereinafter referred to as: "Acquired Company 3");

- GRAM.PL Spółka z ograniczoną odpowiedzialnością with its registered office in Zamienie, registered with the District Court for the capital city of Warsaw, 13th Commercial Division of the National Court Register under KRS no.: 0000296020. Statistical ID (REGON) no.: 141249010. Tax ID (NIP) no.: 1132700663 (as the acquired company – hereinafter referred to as: "Acquired Company 4"),

pursuant to art. 492(1)(1) of the Commercial Company Code, i.e. by transferring all assets of Acquired Company 1, Acquired Company 2, Acquired Company 3 and Acquired Company 4 to the Acquiring Company.

2. The Extraordinary General Meeting of the Company agrees to the Merger Plan of the following Companies:
ACTION Spółka Akcyjna in restructuring with its registered office in Zamienie (as the acquiring company) and

ACTINA Spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw (as the acquired company) and "SFERIS" Spółka z ograniczoną odpowiedzialnością with its registered office in Zamienie (as the acquired company) and RETAILWORLD Spółka z ograniczoną odpowiedzialnością with its registered office in Stara Iwiczna (as the acquired company) and GRAM.PL Spółka z ograniczoną odpowiedzialnością with its registered office in Zamienie (as the acquired company), drawn up on 31 July 2017 and published in the current report of ACTION S.A. in restructuring no. .../2017 of 31 July 2017 and on this date published on the website of each of the merging companies.

3. The Extraordinary General Meeting of the Company decides that, in connection with the merger, the Articles of Association of ACTION Spółka Akcyjna in restructuring will not be changed due to the fact that the Acquiring Company is directly the sole shareholder of Acquired Company 1 and Acquired Company 4 and indirectly of Acquired Company 2 and Acquired Company 3 (Acquired Company 1 is directly the sole shareholder of Acquired Company 2, and Acquired Company 2 is directly the sole shareholder of Acquired Company 3) and the merger is carried out pursuant to art. 515(1) of the Commercial Company Code without any increase in the Acquiring Company's share capital and there are no other circumstances requiring any changes in the Acquiring Company's Articles of Association.
4. The Resolution comes into force on the date of its adoption.

RESOLUTION No. 4

of the Annual General Meeting

of the Company operating under the business name of: ACTION Spółka Akcyjna in restructuring

of 06.09.2017

on approval of the coopt member of the Supervisory Board of ACTION S.A

Acting in accordance with § 12 2 of the Statute, the Extraordinary General Meeting of ACTION SA in restructuring ("the Company") hereby resolves as follows:

Approve the appointment of Mr. Adam Switalski on 4th July 2017 as an Independent Member of Supervisory Board.

Pursuant to Resolution No. 1 of the Supervisory Board of the Company dated 4th July 2017, pursuant to the co-optation procedure.

RESOLUTION No. 5

of the Annual General Meeting

of the Company operating under the business name of: ACTION Spółka Akcyjna in restructuring

of 06.09.2017

on Selection of a new Member of the Independent Supervisory Board - in case of refusal to approve the appointment of the Member of the Supervisory Board in the coopt mode

Acting on the basis of Art. 385 §1 of the Code of Commercial Companies and § 12 item 1 and item 2 and § 14 item 1 and 2 of the Company's Articles of Association,

The Extraordinary General Shareholders Meeting of ACTION Spółka Akcyjna in the restructuring ("the Company") hereby undertakes:

The resolution reads as follows:

1. Appointment to the Supervisory Board of the Company as a Member of the Independent Supervisory Board.
2. The resolution comes into force on the day of its adoption.