

**Draft resolutions of the Ordinary General Meeting of Stockholders of ACTION Spółka Akcyjna to be held on 22 June 2022:**

**RESOLUTION No. 1**

of the Ordinary General Meeting of Stockholders  
of the Company under business name: ACTION Spółka Akcyjna  
dated 22.06.2022

**on the election of the Chairman of the Meeting**

Pursuant to Article 409 § 1 of the Code of Commercial Companies and Partnerships, the Ordinary General Meeting of Stockholders of ACTION Spółka Akcyjna hereby decides to elect ..... as the Chairman of the General Meeting.

**RESOLUTION No. 2**

of the Ordinary General Meeting of Stockholders  
of the Company under business name: ACTION Spółka Akcyjna  
dated 22.06.2022

**on the adoption of the agenda**

Pursuant to § 9 clause 1 b) and clause 2 of the By-Laws of the General Meeting of Stockholders of ACTION Spółka Akcyjna, the Ordinary General Meeting resolves to adopt the agenda as presented in the announcement of convening the General Meeting published on the Company's website [www.action.pl](http://www.action.pl) on ....May 2022 and in current report No. .../2022 of ..... 2022.

**RESOLUTION NO. 3**

of the Ordinary General Meeting of Stockholders  
of the Company under business name: ACTION Spółka Akcyjna  
dated 22.06.2022

**concerning approval of the Management Board's report on the Company's operations for the 2021 financial year**

Pursuant to Article 395 §1 and 2 point 1) of the Code of Commercial Companies and Partnerships, the Ordinary General Meeting of ACTION S.A. ("the **Company**") hereby adopts the following resolution:  
Approval of the Management Board's report on the Company's operations for fiscal year 2021 covering the period from 1 January 2021 to 31 December 2021.

**RESOLUTION NO. 4**

of the Ordinary General Meeting of Stockholders  
of the Company under business name: ACTION Spółka Akcyjna  
dated 22.06.2022

**concerning approval of the financial statements of the Company for the 2021 financial year**

Acting pursuant to Article 395 §1 and 2 point 1) of the Code of Commercial Companies and Partnerships, the Ordinary General Meeting of ACTION S.A. ("the **Company**") hereby adopts the following resolution:  
Approval of the Company's financial statements for fiscal year 2021 covering the period from 1 January 2021 to 31 December 2021.

**RESOLUTION No. 5**

of the Ordinary General Meeting of Stockholders  
of the Company under business name: ACTION Spółka Akcyjna  
dated 22.06.2022

**on approval of the Supervisory Board's report on the results of the assessment of the Management Board's report, financial statements, the Management Board's proposal concerning profit distribution and the assessment of the Company's standing and the Supervisory Board's activities for the 2021 financial year**

Pursuant to Article 395 §1 and 5 of the Code of Commercial Companies and Partnerships, the Ordinary General Meeting of ACTION S.A. ("the **Company**") hereby adopts the following resolution:  
Approval of the Supervisory Board's report on the results of the assessment of the Management Board's report, financial statements, the Management Board's proposal on profit distribution and the assessment of the Company's standing and the activities of the Supervisory Board for the 2021 financial year covering the period from 1 January 2021 to 31 December 2021.

**RESOLUTION No. 6**

of the Ordinary General Meeting of Stockholders  
of the Company under business name: ACTION Spółka Akcyjna  
dated 22.06.2022

**on approval of the consolidated financial statements of ACTION S.A. Capital Group for the 2021 financial year**

Pursuant to Article 395 §1 and 5 of the Code of Commercial Companies and Partnerships, the Ordinary General Meeting of ACTION S.A. ("the **Company**") hereby adopts the following resolution:  
Approve the consolidated financial statement of the ACTION S.A. Capital Group for 2021 financial year covering the period from 1 January 2021 to 31 December 2021.

**RESOLUTION NO. 7**

of the Ordinary General Meeting of Stockholders  
of the Company under business name: ACTION Spółka Akcyjna  
dated 22.06.2022

**on approval of the Management Board report on the operation of ACTION S.A. Capital Group for the 2021 financial year**

Pursuant to Article 395 §1 and 5 of the Code of Commercial Companies and Partnerships, the Ordinary General Meeting of ACTION S.A. ("the **Company**") hereby adopts the following resolution:

Approval of the Management Board's report on the operations of the ACTION S.A. Capital Group for 2021 financial year, covering the period from 1 January 2021 to 31 December 2021.

**RESOLUTION No. 8**

of the Ordinary General Meeting of Stockholders  
of the Company under business name: ACTION Spółka Akcyjna  
dated 22.06.2022

**on approval of the report of the Supervisory Board on the results of its assessment of the Management Board's report, the consolidated financial statements, the proposal and information of the Management Board on the distribution of profit and its assessment of the condition of the ACTION S.A. Capital Group for 2021 financial year**

Pursuant to Article 395 §1 and 5 of the Code of Commercial Companies and Partnerships, the Ordinary General Meeting of ACTION S.A. ("the **Company**") hereby adopts the following resolution:

Approval of the report of the Supervisory Board on the results of its assessment of the report of the Management Board, the consolidated financial statements, the proposal and information of the Management Board on the distribution of profit and its assessment of the condition of the ACTION S.A. Capital Group for 2021 financial year covering the period from 1 January 2021 to 31 December 2021.

**RESOLUTION NO. 9**

of the Ordinary General Meeting of Stockholders  
of the Company under business name: ACTION Spółka Akcyjna  
dated 22.06.2022

**on the opinion on the Report of the Supervisory Board of ACTION S.A. on remunerations for 2021**

Pursuant to Article 395 § 2<sup>1</sup> of the Code of Commercial Companies and Partnerships and Article 90g Section 6 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies, the Ordinary General Meeting of ACTION S.A. ("the **Company**") hereby adopts the following resolution:

On the basis of the analysis of the Report of the Supervisory Board on remunerations for 2021 adopted by the Supervisory Board pursuant to Resolution No. 9 of 30 March 2022 and having regard to the auditor's assessment of that Report to the extent specified in Article 90g section 10 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies and the contents of the Remuneration Policy of the Company adopted by the General Meeting by Resolution No. 12 of 30 June 2020 , the Ordinary General Meeting of Stockholders of ACTION S.A. hereby issues a positive opinion on the Report of the Supervisory Board on remunerations for 2021.

**RESOLUTION No. 10**

of the Ordinary General Meeting of Stockholders  
of the Company under business name: ACTION Spółka Akcyjna  
dated 22.06.2022

**concerning distribution of the Company's profit for the 2021 financial year**

Pursuant to Article 395 §1 and 2 point 2) of the Code of Commercial Companies and Partnerships, the Ordinary General Meeting of ACTION S.A. ("the **Company**") hereby adopts the following resolution:

To distribute the Company's profit for the 2021 financial year, covering the period from 1 January 2021 to 31 December 2021, in the amount of PLN 100,981,669.15. (say: one hundred million nine hundred eighty one thousand six hundred sixty nine zloty and fifteen groszy) by allocating it entirely to supplementary capital.

**RESOLUTION NO. 11**

of the Ordinary General Meeting of Stockholders  
of the Company under business name: ACTION Spółka Akcyjna  
dated 22.06.2022

**on granting discharge to the Members of the Management Board in the 2021 financial year**

Pursuant to Article 395 §1 and 2 point 3) of the Code of Commercial Companies and Partnerships, the Ordinary General Meeting of ACTION S.A. ("the **Company**") hereby adopts the following resolution:

Grant a discharge for the performance of duties in the 2021 financial year, covering the period from 1 January 2021 to 31 December 2021:

- a. Piotr Bieliński, acting as the President of the Management Board at that time;
- b. Sławomir Harazin, acting as the Vice President of the Management Board during that period.

**RESOLUTION No. 12**

of the Ordinary General Meeting of Stockholders  
of the Company under business name: ACTION Spółka Akcyjna  
dated 22.06.2022

**on granting discharge to the Members of the Supervisory Board in the 2021 financial year**

Pursuant to Article 395 §1 and 2 point 3) of the Code of Commercial Companies and Partnerships, the Ordinary General Meeting of ACTION S.A. ("the **Company**") hereby adopts the following resolution:

Grant a discharge for the performance of duties in the 2021 financial year, covering the period from 1 January 2021 to 31 December 2021:

- a. Iwona Bocianowska, the Member of the Supervisory Board, acting as the Chairman of the Supervisory Board during that period;
- b. Piotr Chajderowski, the Member of the Supervisory Board, performing during this period the function of Vice Chairman of the Supervisory Board;
- c. Marek Jakubowski, the Member of the Supervisory Board, performing during this period the function of the Secretary of the Supervisory Board;
- d. Krzysztof Kaczmarczyk, the Independent Member of the Supervisory Board;
- e. Adam Świtalski, the Independent Member of the Supervisory Board.

**RESOLUTION NO. 13**

of the Ordinary General Meeting of Stockholders  
of the Company under business name: ACTION Spółka Akcyjna  
dated 22.06.2022

**on the election of the Supervisory Board of Action S.A.  
for the next term of office**

Pursuant to Article 385 §1, in conjunction with Article 386 §2 and Article 369 §1 of the Code of Commercial Companies and Partnerships and §12 Section 1 and §14 Sections 1 and 2 of the Company's Articles of Association, the Ordinary General Meeting of Stockholders of ACTION S.A. ("the **Company**") hereby adopts the following resolution:

To appoint the Supervisory Board of the Company for the next term of office, for the period from 20 July 2022 to 19 July 2025, taking into consideration Article 386 §2 in conjunction with Article 369 §1 of the Code of Commercial Companies and Partnerships in the wording established by the Act of 9 February 2022 on the amendment of the Code of Commercial Companies and Partnerships and certain other acts (Journal of Laws of 2022, item 807), by appointing the following persons to the Supervisory Board

1. .... - as an Independent Member of the Supervisory Board
2. .... - as an Independent Member of the Supervisory Board
3. ....
4. ....
5. ....

#### **RESOLUTION NO. 14**

of the Ordinary General Meeting of Stockholders  
of the Company under business name: ACTION Spółka Akcyjna  
dated 22.06.2022

#### **on the election of the Chairman of the Supervisory Board of ACTION S.A. for the next term of office**

Pursuant to Article 385 §1 of the Code of Commercial Companies and Partnerships and § 12 Section 3 of the Company's Articles of Association, the Ordinary General Meeting of Stockholders of ACTION S.A. ("the **Company**") hereby adopts the following resolution:

To appoint ..... for the position of the Chairman of the Supervisory Board of the Company for the next term of office, covering the period from 20 July 2022 to 19 July 2025, taking into consideration Article 386 §2 in conjunction with Article 369 §1 of the Code of Commercial Companies and Partnerships in the wording introduced by the Act of 9 February 2022 on the amendment of the Act – the Code of Commercial Companies and Partnerships and certain other acts (Journal of Laws of 2022, item 807).

#### **RESOLUTION NO. 15**

of the Ordinary General Meeting of Stockholders  
of the Company under business name: ACTION Spółka Akcyjna  
dated 22.06.2022

#### **on the merger of ACTION S.A. with ACTIVEBRAND Sp. z o.o.**

Pursuant to Article 492 § 1 point 1, Articles 506 § 2, 4, 5, Article 514, Article 516 § 6 of the Code of Commercial Companies and Partnerships and §11 section 1 point 6 of the Articles of Association of the Company, the Ordinary General Meeting of ACTION Spółka Akcyjna ("**the Company**"), having examined the Companies Merger Plan: ACTION Spółka Akcyjna with its registered office in Zamienie (as the acquiring company) and ACTIVEBRAND Spółka z ograniczoną odpowiedzialnością with its registered office in Krakow (as the acquired company), drawn up

on ..... 2022 and published in the ACTION S.A. current report No. .../2022 of ..... 2022 and published on the website of each of the merging companies on that date, hereby adopts the following resolution:

**1.** ACTION Spółka Akcyjna with its registered office in Zamienie registered with the District Court for the Capital City of Warsaw, 14th Commercial Division of the National Court Register under KRS number 0000214038, Statistical ID Number REGON: 011909816, Tax ID Number NIP: 5271107221 (as the acquiring company - hereinafter referred to as the "the Acquiring Company") merges with the subsidiary company ACTIVEBRAND Spółka z ograniczoną odpowiedzialnością with its registered seat in Krakow, registered in the District Court for Krakow - Śródmieście, 11<sup>th</sup> Commercial Division of the National Court Register under KRS number 0000438104, Statistical ID Number REGON: 146368221, Tax ID Number NIP: 1231273690 (as the acquired company - hereinafter: "the Acquired Company") pursuant to Article 492 §1 item 1) of the Code of Commercial Companies and Partnerships, that is by transferring all the assets of the Acquired Company to the Acquiring Company.

**2.** The Ordinary General Meeting of the Acquiring Company approves the Companies Merger Plan: ACTION Spółka Akcyjna with its registered office in Zamienie (as the acquiring company) and ACTIVEBRAND Spółka z ograniczoną odpowiedzialnością with its registered office in Krakow (as the acquired company), drawn up on ..... 2022 and published in the current report of ACTION S.A. No. .../2022 of ..... 2022 and published on the website of each of the merging companies on that date.

**3.** The Ordinary General Meeting of the Acquiring Company decides that no amendments are to be made to the Articles of Association of ACTION S.A. as a result of the merger, due to the fact that the Acquiring Company is directly the sole shareholder of the Acquired Company and the merger shall be carried out pursuant to Article 514 of the Code of Commercial Companies and Partnerships without increasing the share capital of the Acquiring Company, and there are no other circumstances requiring any amendments to the Articles of Association of the Acquiring Company.

**4.** The resolution comes into force on the date of its adoption.

Piotr Bieliński .....

Sławomir Harazin .....