

Statement of reasons to the draft Resolutions of the Annual General Meeting of ACTION Spółka Akcyjna due to convene on 19 June 2024:

1. Resolution no. 1 on appointing the chairperson of the Meeting.

Pursuant to Article 409 § 1, general meetings are chaired by the Chairperson appointed by the Shareholders from among those entitled to participate in the Meeting. Therefore, the adoption of a resolution on this matter is required to duly hold a General Meeting.

2. Resolution no. 2 on adopting the agenda.

Pursuant to § 9 (1b) and (2) of the Rules of Procedure of General Meetings of ACTION S.A., the agenda of the general meeting is put to the vote.

Therefore, similarly to the vote on appointing the Chairperson, it is essential to fulfil the requirements concerning the correct course of the General Meeting.

3 - 6 Resolutions 3, 4, 5, 6 to approve the report: of the Management Board on the Company's and Group's activities; the Company's financial statements; the Group's financial statements; and the Supervisory Board on the results of its evaluation of the Management Board's report on the Company's and Group's activities, the Company's and Group's financial statements, the Management Board's proposal for the distribution of profit, the evaluation of the Company's and Group's situation and the activities of the Supervisory Board for the financial year 2023.

Pursuant to Article 395 § 2 (1) of the Commercial Companies Code, required elements of a general meeting include examining and approving the Management Report on the Company's operations as well as the financial statements for the previous financial year. In the opinion of the Management Board, the Supervisory Board's report on the assessment of the reports referred to above and on the Company's standing should also be included in the agenda of the General Meeting. This conclusion arises from Article 382 § 3 of the Commercial Companies Code and the Code of Best Practice for WSE Listed Companies 2021 (principles 2.11.1-2.11.6.) adopted by the Company.

Pursuant to Article 63c, section 4 of the Accounting Act, annual consolidated financial statements of a capital group should be approved by the approving body of the parent company, i.e. the General Meeting of ACTION S.A. Pursuant to Article 395 § 5 of the Commercial Companies Code, an annual general meeting may also verify and approve financial statements of a capital group. In the opinion of the Management Board, on the grounds specified in the paragraph above, the Management Report on the operations of the ACTION S.A. Capital Group as well as the Supervisory Board's report on the assessment of those reports and the situation of the Group shall also be included in the agenda of the Company's General Meeting.

For the year 2023, the Company's Management Board has prepared within a single document on the activity of the Company and the Capital Group. Similarly, the Company's Supervisory Board prepared one report for the aforementioned period on the results of the evaluation of the Management Board's report on the activity of the Company and the Capital Group, the financial statements of the Company and the Capital Group, the proposal for profit distribution made by the Management Board, the evaluation of the situation of the Company and the Capital Group as well as the activities of the Supervisory Board. The data included in the Management Report on the Company's operations, in the financial statements and the consolidated financial statements were analysed by a statutory auditor, the Audit Committee and the Company's Supervisory Board.

7. Resolution no. 7 On the Opinion of the Supervisory Board of ACTION S.A. on Remuneration for 2023

Pursuant to Article 90g(6) of the Act of 29 July 2005 on Public Offering and Terms of Introducing Financial Instruments to Organised Trading and on Public Companies, the General Meeting adopts a resolution giving an opinion on the remuneration report. The resolution is of an advisory nature. Furthermore, pursuant to Article 395 §2¹ of the Commercial Companies Code, the adoption of the above resolution should be the subject of the Annual General Meeting.

The Supervisory Board's report on remuneration for 2023 was adopted by the Supervisory Board on the basis of Resolution no. 7 of 25/04/2024 and was evaluated by a statutory auditor in the scope specified in Article 90g, section 10 of the Act of 29 July 2005 on public offerings and the terms for introducing financial instruments to an organised trading system and on public companies.

8. Resolution no. 8 On the Distribution of the Company's Profit for the Financial Year 2023.

In connection with the profit of PLN 37,716,557.91 disclosed in the Company's financial statements for the financial year 2023, the Annual General Meeting of ACTION S.A. is obligated, in accordance with Article 395§2, point 2 of the Commercial Companies Code, to adopt a resolution on the method of distribution.

On 29 March 2024, the Management Board of the Company published its motion on the method of profit distribution for the financial year 2023 by allocating it entirely to the supplementary capital in current report no. 34/2024. This motion is based in particular on the need to regulate liabilities towards creditors under the arrangement in the remedial proceedings of the Company. In the opinion of the Management Board, the above circumstances justify the need to rebuild the Company's equity.

Therefore, taking into account the above circumstances, the Management Board proposes to distribute the Company's profit generated in the financial year 2023 in accordance with the above-mentioned motion.

9. Resolution no. 9 on acknowledging the fulfilment of duties by Members of the Management Board in financial year 2023.

With regard to the issues of draft Resolution no. 9 (which refer directly to personal relations and the liability of the Management Board), the Management Board restricts its justification in this respect to the statement that this matter falls under the exclusive competence of the Annual General Meeting (Article 395§2, point 3 of the Commercial Companies Code) and the outcome of the vote should be driven by considerations relating to the Company's situation.

10. Resolution no. 10 on acknowledging the fulfilment of duties by Members of the Supervisory Board in financial year 2023.

As in the case of the Management Board, Members of the Supervisory Board are also subject to the assessment of the General Meeting in terms of the performance of their duties during the previous financial year.

According to the Management Board's judgement, each Member of the Supervisory Board performed their duties with due care in the financial year 2023, which is also reflected in the data included in the Supervisory Board's reports concerning 2023. Therefore, the Management Board recommends to acknowledge the fulfilment of duties by Members of the Supervisory Board.

11. Resolution no. 11 on the adoption of the remuneration policy for the members of the Management Board and the Supervisory Board of ACTION S.A.

Pursuant to Article 90 d of the Act of 29 July 2005 on public offerings and the terms for introducing financial instruments to an organised trading system and on public companies, the General Meeting adopts a resolution giving an opinion on the remuneration report. On the other hand, Article 90 e., section 4 of the cited Act stipulates

that a resolution on remuneration policy shall be adopted at least every four years. The Company's current Remuneration Policy for members of the Management Board and Supervisory Board was adopted by the Annual General Meeting of the Company on the basis of Resolution No. 12 of 30.06.2020. Accordingly, a further resolution on the issue in question is required. The Executive Board, together with the Supervisory Board, reviewed the current remuneration policy and proposed changes to its content (a list of which is included in section 11.2. of the draft next remuneration policy). The draft remuneration policy submitted to the General Meeting has been drawn up in accordance with the requirements of the aforementioned Act and reviewed by the Company's Supervisory Board. Consequently, the submission of the matter in question to the General Meeting should be considered justified.

12. Resolution No. 12 on the redemption of the Company's equity shares.

The Company implements an equity share buyback programme based on Resolution no. 3 of the Extraordinary General Meeting of Shareholders of 26 October 2022 on authorising the Company's Management Board to purchase equity shares of the Company (as amended). As part of the programme of acquiring equity shares, the Company acquired 3,500,000 shares. A part of them in the number of 1,300,000 was redeemed on the basis of a resolution of the General Meeting of 21.06.2023. The related reduction of the Company's share capital and amendment of its Articles of Association were registered by the registry court on 16.08.2023. The Company therefore currently holds 2,200,000 treasury shares. On 22/05/2023, the Management Board adopted Resolution no. 1 on the basis of which it considered that the justified objective of the acquisition of the above-mentioned equity shares is their voluntary redemption in this number and decrease of the Company's share capital by amending the Company's Articles of Association.

§ 6(4) of the Company's Articles of Association states that: "The Company may redeem shares through acquiring them upon the shareholder's consent (voluntary redemption of shares)." Pursuant to Article 359§2 of the Commercial Companies Code, the redemption of shares requires a resolution of the General Meeting. Therefore, the implementation of the above-mentioned objective of the programme of acquiring equity shares requires the adoption of a resolution of the General Meeting of the Company on the redemption of the Company's equity shares.

13. Resolution no. 13 on reducing the Company's share capital and amending the Company's Articles of Association.

The draft resolution on reducing the share capital, changing the marking of a series of shares and amending the Company's Articles of Association is a consequence of introducing to the agenda of the General Meeting the issue of redemption of equity shares (draft Resolution No. 12). Pursuant to Article 360§1 of the Commercial Companies Code, redemption of shares requires decreasing the share capital and the resolution on the reduction of the share capital should be taken at the General Meeting on which the resolution on the redemption of shares is adopted. Pursuant to Article 455§1 of the Commercial Companies Code, the share capital of a joint-stock company is reduced by amending the Articles of Association. As a consequence of redeeming 2,200,000 shares of the Company, it is necessary to reduce the Company's share capital by the nominal value of redeemed shares – PLN 220,000. The proposed amendment to the Company's Articles of Association (indicating the new amount of the Company's share capital at PLN 1,653,700) is aimed at adjusting its content to the provisions of resolutions on the redemption of shares and reducing the share capital and enabling them to be implemented.

14. Resolution no. 14 on authorising the Company's Management Board to purchase equity shares of the Company

The Management Board, in proposing to adopt a resolution on this matter, considered the existence of a share buyback programme in the Company, which was in place from 2011 to 2021, 2022 to 2024. As with the last share buyback programme, the Board continues to consider that the stock exchange valuation of the Company's shares does not correspond to their fair value. A several-year buyback programme, based on the authorisation of the Management Board to purchase equity shares, will enable a quick response and implementation of a detailed

programme without having to convene a General Meeting on a case-by-case basis. By being able to buy back equity shares, the Company will contribute to increasing their value, which as a consequence is consistent with the interests of both investors (who invest in the Company's shares in the medium- and long-term) and of the Company (a low share price leads to lower capitalisation of the Company, which in turn triggers off negative consequences in the area of the Company's finances).

In the opinion of the Management Board, the proposed structure of the equity share buyback programme (based on the provisions of Article 362 § 1 (8) of the Commercial Companies Code and on Article 362 § 2 of the Commercial Companies Code) constitutes a tool enabling the Company to control the market situation and respond to it. The share buyback programme will make it possible to: redeem shares and decrease the Company's share capital as well as re-sell shares. The parameters of this programme proposed in the Resolution take into account the current situation of the Company and statutory criteria. The implementation of the proposed project will not materially affect the Company's ability to grow and achieve its strategic objectives or to perform its obligations under the Company's Arrangement. At the same time, the Management Board has proposed a solution in the form of the draft resolution in which it will also decide (within the scope of its authority) on the use of the authority to acquire equity shares. In doing so, the Management Board will primarily have regard to the aforementioned criteria central to the operation of the Company (development, strategic objectives, implementation of the layout). The terms and conditions of the programme enable the interested shareholders to participate in it on equal and transparent rules. Detailed rules of the buyback programme will be specified by the Management Board on a case-by-case basis.

15. Resolution no. 15 on establishing a reserve capital to finance the acquisition of equity shares

Draft Resolution No. 15 on the creation of a capital reserve to finance the acquisition of the Company's equity shares is closely related to Draft Resolution No. 14. It should be emphasised here that the authorisation to acquire equity shares (according to draft Resolution No. 14) is based on the regulation contained in Article 362§1 point 8 and Article 362§2 of the Code of Commercial Companies. Pursuant to the latter, a company may purchase equity shares, in the manner defined in Article 362 § 1 (8) of the Commercial Companies Code, only when all the terms and conditions therein have been cumulatively satisfied. One of those terms and conditions stipulates that the total purchase price of equity shares augmented by the costs of purchase thereof may not exceed the reserve capital established for this purpose from an amount which, pursuant to Article 348 § 1 of the Commercial Companies Code, may be earmarked for distribution. Having regard to the foregoing, in order to carry out the equity share buyback programme it is necessary to establish the reserve capital referred to above. **Pursuant to Article 396 § 4 of the Commercial Companies Code, the possibility to establish reserve capital should be specified in the Articles of Association.** As far as the Company is concerned, such a possibility is provided for by §19, section 6 of the Articles of Association of ACTION S.A. However, pursuant to 396§5 of the Commercial Companies Code, a decision to establish capital reserve is made by the general meeting. As a result, the decision in this case requires a Resolution of the Company's General Meeting. The proposed amount of the reserve capital takes into account the requirements of Article 348 § 1 of the Commercial Companies Code.

16. Resolution no. 16 on adopting the uniform text of the Company's Articles of Association.

The draft resolution on the establishment of the uniform text of the Company's Articles of Association specifies the content of the Articles of Association after the amendments introduced by way of a resolution reducing the Company's share capital (Resolution no. 13 draft). This resolution should be adopted in order to comply with the obligation to register amendments to the Articles of Association in the National Court Register and statutory requirements in this respect.