

Draft Resolutions of the Extraordinary General Meeting of Shareholders of ACTION Spółka Akcyjna convened for 15 January 2026:

RESOLUTION No. 1
of the Extraordinary General Meeting
of the Company trading under the business name ACTION Spółka Akcyjna
of 15 January 2026
on appointment the Chairperson of the Meeting

Acting pursuant to Article 409 (1) of the Commercial Companies Code, the Annual General Meeting of ACTION Spółka Akcyjna hereby resolves to appoint as the Chairperson of the General Meeting.

RESOLUTION No. 2
of the Extraordinary General Meeting
of the Company trading under the business name ACTION Spółka Akcyjna
of 15 January 2026
on adoption the agenda

Acting pursuant to § 9 sections 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 Annual 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 May 2025 and in current report no. .../2025 of 2025

RESOLUTION no. 3
of the Extraordinary General Meeting
of the Company trading under the business name ACTION Spółka Akcyjna
of 15 January 2026
on authorisation the Company's Management Board to purchase equity shares of the Company

Acting pursuant to Article 393 point 6 and Article 362 §1 point 8 as well as Article 362 §2 of the Commercial Companies Code, the Extraordinary General Meeting of ACTION S.A. (the "Company") hereby resolves as follows:

§1

The Management Board of the Company shall be authorised for the Company to purchase equity shares on the terms and conditions specified herein.

§2

The Company may purchase equity shares on the following terms and conditions, further referred to as the Programme:

1. Only fully paid-up shares may be purchased within the Programme.
2. The maximum total nominal value of the Company's equity shares to be acquired under the Programme shall not exceed 7,1% of the Company's share capital on the adoption date of the resolution, i.e. 1,000,000 (one million) shares of the Company with a total nominal value of PLN 100,000 (one hundred thousand zlotys).
3. The total amount of funds earmarked for the purchase of equity shares under the Programme, comprising the total acquisition price of equity shares, increased by the costs of their acquisition does not exceed PLN 35,100,000 (thirty five million one hundred thousand zloty).
4. The price at which the Company will purchase the equity shares under the Programme may not be less than the nominal value of the shares and may not be more than PLN 35 (thirty-five zlotys) per share.
5. The Management Board shall be authorised to purchase equity shares under the Programme within the period from the date of passing this Resolution, i.e. until 30 September 2027, with the stipulation that no longer than until using up the funds earmarked for the implementation of the Programme.
6. Promoting the interests of the Company, the Management Board may:

- a) finalise or suspend the buyback of equity shares prior to the expiry of the authorisation thereto granted by the General Meeting.
- b) having finalised the buyback of equity shares prior to the expiry of the term of the authorisation granted and before using up all the funds earmarked for the buyback of equity shares - To continue exercising the granted authorisation by conducting subsequent buybacks of equity shares, in accordance with section 5 above, i.e., to conduct more than one share buyback under the granted authorisation.
- c) not to exercise the authorisation to buy back the Company's equity shares.

7. Equity shares may be acquired for the purpose of: redemption and reduction of the Company's share capital or further resale by the Company. The Management Board is authorised to specify in detail the objective of acquiring equity shares in the scope specified in the preceding sentence; where the purpose is the redemption of equity shares and reduction of the Company's share capital, the purpose is confirmed in a resolution of the General Meeting on the redemption of shares.

8. The acquisition of the Company's own equity may be carried out in transactions:

1) on the regulated market operated by Giełda Papierów Wartościowych S.A. w Warszawie and under the conditions specified in the Article 5 of 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 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;

2) in over-the-counter (OTC) transactions, by means of one or more invitations to tender the Company's shares to all shareholders of the Company, as follows:

(a) the purchase price of the treasury shares will be determined by the Management Board (within the limits indicated in paragraph 4 above) and will be the same for all shareholders of the Company who have responded to a given invitation;

(b) the number of equity shares to be acquired under a given tender offer for the disposal of the Company's shares shall be determined in each case by the Management Board (taking into account the provisions of paragraph 2 above);

(c) in the event that the number of the Company's equity shares offered by shareholders for purchase by the Company is higher than the total number of equity shares determined by the Management Board under the respective share tender offer, the Management Board or the entity indicated in paragraph 9 below shall reduce the shares to be purchased proportionately.

9. The acquisition of the Company's equity shares may be carried out either through investment firms or by the Company itself.

§3

1. The Company's Management Board shall be authorised to:

a) to determine the specific terms and conditions of the Programme to the extent not regulated in this Resolution, in particular to determine the manner of acquiring (type of transaction), the number, determination of the basis of the volumes to be acquired, the price and the timing of the acquisition of the Company's own shares and all other specific terms and conditions of the acquisition of the Company's equity shares, including the content of invitations to tender for the disposal of the Company's shares;

b) to take all decisions and perform all actions aimed at the purchase of the Company's equity shares, in accordance with the provisions of this Resolution, including the conclusion of agreements with the entities referred to in §2, section 9 of this Resolution, and share buy-back agreements concluded with individual shareholders, including the introduction of scheduled buyback programs.

2. The Management Board will be obliged to:

a) publish, in accordance with the provisions applicable to publicly traded companies, all detailed information regarding the Programme prior to starting trading in equity shares under the Programme and the completion thereof. The Management Board shall also report on transactions concluded pursuant to Article 5 section 1 point b) and

section 3 of Regulation No 596/2014, Article 2 of Regulation No 2016/1052 as well as any amendments to the Programme.

- b) notify the forthcoming General Meeting of progress made within the Programme, including of the number and nominal value of shares purchased, of their share in the share capital of the Company and also of the value of the performance rendered in return for the shares purchased – in the case of purchasing Company shares;
- c) convene, after completing the Programme or after the expiry of the term of the authorisation to purchase equity shares, a General Meeting to pass Resolutions on redeeming the shares and on reducing the Company's share capital - in the case the equity shares are subject to redeeming.

RESOLUTION no. 4

of the Extraordinary General Meeting
of the Company trading under the business name ACTION Spółka Akcyjna
of 15 January 2026

on establishing reserve capital in the Company to finance the purchase equity shares of the Company.

Pursuant to Article 362 §2 point 3, Article 396 § 4 and 5 in relation to Article 348 § 1 of the Commercial Companies Code and pursuant to §19 section 6 of the Articles of Association of ACTION S.A., the Extraordinary General Meeting of ACTION S.A. ("**the Company**") hereby resolves the following:

1. A capital reserve of PLN 35,100,000 (thirty five million one hundred thousand zlotys) to finance the acquisition of equity shares by the Company in accordance with Resolution No. 3 of the Extraordinary General Meeting of Shareholders of ACTION S.A. on authorising the Company's Management Board to acquire equity shares of the Company of 15 January 2026 (hereinafter referred to '**Reserve Capital**').
2. The Reserve Capital shall be established from the supplementary capital of the Company as stipulated in Article 348 § 1 of the Commercial Companies Code.
3. The Management Board shall be authorised to utilise funds from the Reserve Capital in accordance with the provisions hereof and of Resolution no. 3 of the Extraordinary General Meeting of ACTION S.A. on authorising the Company's Management Board to purchase Company equity shares dated 15 January 2026 with the stipulation that any purchase of equity shares within the Programme may not cause a drop in the value of net assets below the value of the share capital augmented by write-offs and provisions not subject to distribution.
4. The Reserve Capital is created upon the adoption of this resolution.