

**Statement of reasons to the draft Resolutions of the Extraordinary General Meeting of ACTION Spółka Akcyjna due to convene on 15 January 2026:**

**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 adoption of 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. Resolutions no. 3, on authorisation the Company's Management Board to purchase equity shares of the Company**

In proposing the resolution on this matter, the Management Board deemed it justified to continue the Company's share buyback program, which was in effect from 2011 to 2021, and then from 2022. As with the current share buyback program, the Management Board continues to believe that the existence of a buyback program, based on the Management Board's authorization to buy back shares, will enable a rapid response and the implementation of a detailed program without the need to convene a General Meeting each time. The Company's current share buyback program is moving toward full implementation and will be completed if the General Meeting adopts this resolution. The Management Board believes that the Company's ability to buy back its own shares will contribute to an increase in their value, which consequently aligns with the interests of both Investors (who invest in the Company's shares in the medium- and long-term) and the Company (the share price translates into the Company's capitalization, which has consequences for 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 arrangement). 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. 4 on establishing a reserve capital to finance the acquisition of equity shares**

Draft Resolution No. 4 on the creation of a capital reserve to finance the acquisition of the Company's equity shares is closely related to Draft Resolution No. 3. It should be emphasised here that the authorisation to acquire equity shares (according to draft Resolution No. 3) 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.