

Justification of the draft resolutions of the Annual General Meeting of Shareholders of ACTION Spółka Akcyjna convened for 18 June 2026:

1. Resolution No. 1 on the election of the Chairperson of the General Meeting.

Pursuant to Article 409 §1 of the Polish Commercial Companies Code, the proceedings of the general meeting are chaired by a chairperson elected by the shareholders from among persons entitled to participate in the meeting. Therefore, the adoption of a resolution on this matter is a necessary element of a properly conducted General Meeting.

2. Resolution No. 2 on the adoption of the agenda.

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

Therefore, similarly as in the case of voting on the election of the chairperson, the requirements concerning the proper conduct of the General Meeting must also be observed in this case.

3–6 Resolutions No. 3, 4, 5, 6 on the approval of the following reports: the Management Board's report on the activities of the Company and the Capital Group; the Company's financial statements; the Capital Group's financial statements; and the Supervisory Board's report on the results of the assessment of the Management Board's report on the activities of the Company and the Capital Group, the financial statements of the Company and the Capital Group, the Management Board's proposal regarding the distribution of profit, the assessment of the situation of the Company and the Capital Group, and the activities of the Supervisory Board for the financial year 2025.

Pursuant to Article 395 §2(1) of the Polish Commercial Companies Code, the essential elements of the annual general meeting include, among others, the consideration and approval of the Management Board's report on the Company's activities and 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 above-mentioned reports as well as the assessment of the Company's situation should also be submitted to the General Meeting. This follows from Article 382 §3 of the Polish Commercial Companies Code and the Best Practice for WSE Listed Companies 2021 (Rules 2.11.1–2.11.6) adopted by the Company.

Pursuant to Article 63c(4) of the Accounting Act, the annual consolidated financial statements of the capital group are subject to approval by the approving body of the parent entity, i.e. the General Meeting of ACTION S.A. In accordance with Article 395 §5 of the Polish Commercial Companies Code, the consideration and approval of the financial statements of the capital group may be an agenda item of the annual general meeting. In the opinion of the Management Board – for the reasons indicated above – the Management Board's report on the activities of the ACTION Capital Group and the Supervisory Board's report on the assessment of those reports and the situation of the Group should also be submitted to the General Meeting.

For the year 2025, the Management Board prepared its report on activities covering both the Company and the Capital Group within a single document. Similarly, the Supervisory Board prepared one report for the above-mentioned period on the results of the assessment of the Management Board's report on the activities of the Company and the Capital Group, the financial statements of the Company and the Capital Group, the Management Board's proposal regarding the distribution of profit, the assessment of the situation of the Company and the Capital Group and the activities of the Supervisory Board. It should also be noted that the report on activities does not include sustainability reporting for 2025. On 25 March 2026, the Management Board, acting pursuant to Article 84a(1–3) of the Accounting Act, decided to make use of the statutory exemption from the obligation to prepare and present sustainability reporting for the period 2025 (as disclosed by the Company in current report No. 19/2026 dated 8 April 2026).

7. Resolution No. 7 on issuing an opinion on the Supervisory Board's report on remuneration for 2025.

Pursuant to Article 90g(6) of the Act of 29 July 2005 on Public Offering and Conditions for Introducing Financial Instruments into an Organized Trading System and on Public Companies, the general meeting adopts a resolution expressing an opinion on the remuneration report. This resolution has an advisory nature. Furthermore, pursuant

to Article 395 §2¹ of the Polish Commercial Companies Code, the adoption of this resolution should be included in the agenda of the annual general meeting.

The Supervisory Board's report on remuneration for 2025 was adopted by the Supervisory Board pursuant to Resolution No. 8 dated 28 April 2026 and was subject to an audit by the statutory auditor within the scope specified in Article 90g(10) of the above-mentioned Act.

8. Resolution No. 8 on the distribution of the Company's profit for the financial year 2025.

In connection with the profit disclosed in the Company's financial statements for the financial year 2025 in the amount of PLN 40,815,941.17, the Annual General Meeting of ACTION S.A. is obliged – pursuant to Article 395 §2(2) of the Polish Commercial Companies Code – to adopt a resolution regarding its distribution.

On 31 March 2026, the Management Board published in current report No. 17/2026 its proposal to allocate the entire profit for the financial year 2025 to the supplementary capital. This proposal is justified in particular by the need to ensure the development of the Company's business and the necessity to meet obligations towards creditors under the arrangement in the Company's restructuring proceedings.

Taking the above circumstances into account, the Management Board proposes to distribute the Company's profit generated in the financial year 2025 in accordance with the above-mentioned proposal.

9. Resolution No. 9 on granting discharge to the members of the Management Board for the financial year 2025.

Due to the subject matter of Resolution No. 9 (it directly concerns personal relations and the liability of the Management Board), the Management Board limits its justification to indicating that this matter falls within the exclusive competence of the General Meeting (Article 395 §2(3) of the Polish Commercial Companies Code), and the outcome of the vote should be determined by considerations relating to the situation of the Company.

10. Resolution No. 10 on granting discharge to the members of the Supervisory Board for the financial year 2025.

Similarly to the Management Board, the members of the Supervisory Board are subject to assessment by the General Meeting with respect to the performance of their duties in the previous financial year.

In the opinion of the Management Board, each member of the Supervisory Board duly performed their function in the financial year 2025, which is also reflected in the data included in the Supervisory Board's reports for 2025. Therefore, the Management Board recommends granting discharge to the members of the Supervisory Board.

11. Resolution No. 11 on the authorization of the Management Board to acquire the Company's treasury shares.

In proposing this resolution, the Management Board considered it justified to continue the Company's treasury share acquisition program, which had been in place in the years 2011–2021 and subsequently from 2022. As in the case of the most recent program, the Management Board continues to be of the opinion that having a buyback program based on a general authorization enables a quick response and implementation without the need to convene a General Meeting each time. In the opinion of the Management Board, the possibility of carrying out a share buyback will contribute to an increase in the value of the shares, which is consistent with the interests of both investors and the Company itself.

The proposed structure of the buyback program (based on Article 362 §1(8) and §2 of the Polish Commercial Companies Code) provides the Company with a tool to respond to market conditions. The program allows for share cancellation and capital reduction or resale of the shares. The parameters reflect the Company's current situation and statutory requirements and will not significantly impact its development or strategic goals, or its obligations under the restructuring arrangement. The Management Board will decide whether to use the authorization, taking into account key factors such as development, strategy and obligations. The program ensures equal and transparent participation for shareholders.

12. Resolution No. 12 on the creation of a reserve capital.

This resolution is closely related to Resolution No. 11. The buyback is based on Article 362 §1(8) and §2 of the Polish Commercial Companies Code, which requires, among others, that the purchase price does not exceed the reserve capital created for this purpose. Therefore, the creation of such capital is necessary. The Articles of

Association allow for this (§19(6)), and its use must be approved by the General Meeting (Article 396 §5). The proposed amount meets statutory requirements.

13. Resolution No. 13 on the cancellation of treasury shares.

The Company acquired treasury shares under resolutions from 2024 and 2026 and currently holds 1,203,470 shares. On 19 May 2026, the Management Board decided that these shares should be cancelled and the capital reduced. As Article 359 §2 requires a resolution of the General Meeting, the adoption of this resolution is necessary to implement that objective.

14. Resolution No. 14 on the reduction of the share capital and amendment of the Articles of Association.

This resolution follows from Resolution No. 13. Pursuant to Article 360 §1, share cancellation requires capital reduction, and under Article 455 §1, this is done by amending the Articles of Association. The reduction will reflect the nominal value of cancelled shares (PLN 120,347), and the amendment will adjust the Articles accordingly.

15. Resolution No. 15 on the adoption of the consolidated text of the Articles of Association.

This resolution establishes the updated text of the Articles following the capital reduction and is necessary for registration in the National Court Register.

16. Resolution No. 16 on changes in the composition of the Supervisory Board.

Pursuant to §12, Section 1 of the Company's Articles of Association, Supervisory Board members are appointed by the General Meeting. Following a request from a Company Shareholder to submit changes to the Supervisory Board's composition to a vote at the General Meeting, the Management Board has included this matter on the agenda and prepared a draft resolution providing for the possibility of appointing an Independent Member of the Supervisory Board. However, it should be noted that this matter falls within the competence of the General Meeting, and this body will decide how to address this matter (including the possibility of adopting multiple resolutions).