

Repertory A no. /2026

## NOTARIAL DEED

On the fifteenth day of January in the year two thousand and twenty-six (15-01-2026) in the presence of a notary in Warsaw, **Olga Bogusz**, running the Notary Office in Warsaw at ul. Targowa 69, apt. no 3, in the building at ul. Dawidowska 10 in Zamienie, the Extraordinary General Meeting was held of the Company under the business name **Action Spółka Akcyjna, with its registered office in Zamienie** (address: 05-500 Zamienie, ul. Dawidowska No. 10, REGON (Business ID) 011909816, NIP (Tax ID) 527-11-07-221), entered in the Register of Entrepreneurs of the National Court Register kept by the District Court for the Capital City of Warsaw in Warsaw, 14th Commercial Division of the National Court Register under KRS No. 0000214038, in accordance with the information presented corresponding to a current copy of the entry in the Register of Entrepreneurs downloaded pursuant to Article 4 (4aa) of the Act of 20 August 1997 on the National Court Register, of which the notary drew up minutes reading as follows:-----

### MINUTES

#### OF THE EXTRAORDINARY GENERAL MEETING

**of the Company operating under the business name:**

#### **ACTION Spółka Akcyjna**

§ 1. The Extraordinary General Meeting was opened by Iwona Bocianowska, the Chairwoman of the Supervisory Board, who announced that an Extraordinary General Meeting of the Company operating under the business name Action Spółka Akcyjna with its registered office in Zamienie had been convened by the Management Board to take place on that day at 11:00 a.m. with the following agenda:-----

1. Opening of the General Meeting. -----
2. Electing the Chairperson of the General Meeting. -----
3. Drawing up the attendance list.-----

4. Confirming whether the General Meeting has been duly convened and is capable of adopting resolutions. -----
5. Adopting the agenda. -----
6. Notifying the General Meeting of the reasons or purpose of the acquisition of equity shares, the number and nominal value of these shares, their share in the share capital, as well as the value of the consideration paid in exchange for the acquired shares.-----
7. Adopting resolutions on:-----
  - 1) authorising the Company's Management Board to purchase equity shares of the Company. -----
  - 2) creating a reserve capital to finance the acquisition of the equity shares of the Company.-----
  - 3) changes in the composition of the Supervisory Board by dismissing and/or appointing a member or members of the Supervisory Board.-----  
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8. Closing the General Meeting.-----

**Regarding item 2 of the agenda:-----**

Iwona Bocianowska then invited Shareholders to propose candidates for the position of Chairman of the Meeting.-----

The candidacy of Mr Krzysztof Tadeusz Biały was put forward and he agreed to stand as a candidate.-----

Following the presentation of a draft resolution and holding a secret ballot ordered by Iwona Bocianowska, she presented the following results: -----

- the number of shares with valid votes cast amounted to 7,772,890 (seven million seven hundred and seventy-two thousand eight hundred and ninety), representing 55.13% in the Company's share capital; -----
- the total number of valid votes cast amounted to 7,772,890 (seven million seven hundred and seventy-two thousand eight hundred and ninety); -----
- 7,772,890 (seven million seven hundred and seventy-two thousand eight hundred and ninety) were cast in favour of the resolution; -----
- no votes against;-----
- no abstentions.-----

Iwona Bocianowska declared that the following Resolution **had been unanimously adopted** in a secret ballot:-----

**RESOLUTION No. 1****of the Extraordinary General Meeting****of the Company operating under the business name: ACTION Spółka Akcyjna****of 15 January 2026****on appointing the Chairperson****of the Extraordinary General Meeting of Shareholders**

Acting pursuant to Article 409 § 1 of the Commercial Companies Code, the Extraordinary General Meeting of ACTION Spółka Akcyjna hereby resolves to appoint Krzysztof Tadeusz Biały as the Chairman of the General Meeting. -----

**Regarding items 3 and 4 of the agenda: -----**

The Chairman of the Extraordinary General Meeting, pursuant to Article 410 of the Commercial Companies Code, ordered the drawing up of the attendance list, signed it and presented it for signature by the shareholders possibly arriving during the Extraordinary General Meeting and stated that at today's Meeting, at the time of its opening, there were eight Shareholders present representing 7,772,890 (seven million seven hundred seventy-two thousand eight hundred ninety) out of a total number of 14,100,000 (fourteen million one hundred thousand) shares, with one vote per share. In addition, the Chairman of the Management Board, Piotr Bieliński, is present.

Next, the Chairman of the Extraordinary General Meeting pronounced that the Extraordinary General Meeting had been convened correctly, in accordance with the provisions of the Commercial Companies Code, by way of an announcement published on the Company's website, [www.action.pl](http://www.action.pl), on 11 December 2025 and in the way specified for publishing current information pursuant to the regulations on public offering and the conditions governing the introduction of financial instruments to organised trading and on public companies, which is confirmed by current report no. 102/2025 dated 11 December 2025 and by the confirmation of its distribution by means of the ESPI IT system on that date. The agenda of this Extraordinary General Meeting was supplemented at the request of one of the shareholders, which was announced on the company's website [www.action.pl](http://www.action.pl) on 29 December 2025 and in the manner specified for the transmission of current information in accordance with the regulations on public offering and the conditions for introducing financial instruments into the organised trading system and on public companies, as confirmed by current report no. 105/2025 of 29 December 2025 and by the confirmation of its distribution by means of the ESPI IT system on that date. -----

In view of the above, the Extraordinary General Meeting has been duly convened and is capable of adopting resolutions on the matters on the agenda. -----

**Regarding item 5 of the agenda:-----**

The Chairman of the Extraordinary General Meeting presented the agenda of the Meeting and proposed the following resolution to be adopted: -----

**RESOLUTION No. 2**

**of the Extraordinary General Meeting**

**of the Company operating under the business name: ACTION Spółka Akcyjna**

**of 15 January 2026**

**on adopting the agenda**

Acting pursuant to § 9(1b) and (2) of the Rules of Procedure of the General Meeting of the Company operating under the business name ACTION Spółka Akcyjna, the Extraordinary General Meeting hereby resolves to adopt the agenda in the wording presented in the notice of convening the General Meeting published on the Company's website [www.action.pl](http://www.action.pl) on 11 December 2025 and in current report no. 102/2025 of 11 December 2025, with amendments published on the Company's website [www.action.pl](http://www.action.pl) on 29 December 2025 and in current report no. 105/2025 of 29 December 2025. -----

Following the open ballot ordered by the Chairman, its results were presented: -----

- the number of shares with valid votes cast amounted to 7,772,890 (seven million seven hundred and seventy-two thousand eight hundred and ninety), representing 55.13% in the Company's share capital; -----
- the total number of valid votes cast amounted to 7,772,890 (seven million seven hundred and seventy-two thousand eight hundred and ninety); -----
- 7,772,890 (seven million seven hundred and seventy-two thousand eight hundred and ninety) were cast in favour of the resolution; -----
- no votes against;-----
- no abstentions.-----

The Chairman pronounced that the Resolution **had been adopted** by open ballot. -----

***Regarding item 6 of the agenda:***-----

At that point, the Chairman presented the Management Board's information to the General Meeting on the reasons or purpose of the acquisition of equity shares, the number and nominal value of these shares, their share in the share capital, as well as the value of the consideration paid in exchange for the acquired shares. The Management Board of ACTION S.A. purchases equity shares under the authorisation contained in Resolutions Nos. 14 and 15 of the Ordinary General Meeting of ACTION S.A. of 19 June 2024 (as amended by Resolutions Nos. 3 and 4 of the Extraordinary General Meeting of ACTION S.A. of 09 January 2025 and Resolutions Nos. 16 and 17 of the Ordinary General Meeting of ACTION S.A. of 17 June 2025), and in accordance with the detailed conditions for the acquisition of equity shares published in current report No. 52/2024 of 19 June 2024 and current report No. 7/2025 of 09 January 2025 and current report No. 60/2025 of 17 June 2025. In accordance with the authorisation granted, the share buyback programme may be implemented for the purpose of redemption of shares and reduction of the share capital of the Company or sale of equity shares by the Company. Under the afore-mentioned programme, the Company has

acquired 2,661,088 equity shares with a total nominal value of PLN 266,108.80 until 15 January 2026. These shares represent 18.8730% of the Company's share capital. The Company currently holds 203,470 equity shares, representing 1.4430% of the Company's share capital, entitling it to 203,470 votes at the General Meeting, representing 1.4430% of the total number of votes. The above-mentioned current number of shares held by the Company and their share in the share capital and the total number of votes is due to the cancellation of 2,437,000 equity shares and the reduction of the share capital and the disposal of 20,618 equity shares (as published in current report no. 75/2025 of 27 August 2025 and 76/2025 of 28 August 2025). The value of the consideration fulfilled in exchange for all the acquired equity shares amounts to PLN 84,497,430.97 (eighty-four million, four hundred and ninety-seven thousand, four hundred and thirty zloty and ninety-seven cents). -----  
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**Regarding item 7(1) of the agenda:** -----

Following the presentation of the draft resolution, the Chairman proposed to adopt the following resolution: -----

### **RESOLUTION no. 3**

#### **of the Extraordinary General Meeting**

**of the Company operating under the business name: ACTION Spółka Akcyjna**

**of 15 January 2026**

**on authorising 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. ("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. -----  
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#### § 2

The Company may purchase equity shares on the following terms and conditions, further referred to as the Programme: -----  
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1. Only fully paid-up shares may be purchased within the Programme. -----  
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2. The maximum total nominal value of the Company's equity shares to be acquired under the Programme shall not exceed 7.1 % (seven and one-tenth percent) 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 zloty).

3. The total amount of funds earmarked for the acquisition of equity shares within the scheme, comprising the total acquisition price of equity shares increased by the costs of the acquisition thereof, shall 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 zloty) 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 until 30 September 2027, but no longer than until the funds allocated for the implementation of the Programme are exhausted. -----

6. Promoting the interests of the Company, the Management Board may: -----  
-----

a) finalise 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. -----  
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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 equity shares may be carried out in transactions: --  
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1) on the regulated market operated by Giełda Papierów Wartościowych S.A. in Warsaw 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; -----  
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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: -----  
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a) the acquisition price of the equity 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.-----  
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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: -----  
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a) 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, determine 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) take all decisions and perform all actions aimed at the acquisition 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 (9) of this Resolution and the shares buyback agreements concluded with individual shareholders, including the introduction of scheduled buyback programmes.  
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2. The Management Board will be obliged to: -----  
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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.-----

Following the open ballot ordered by the Chairman, its results were presented: -----

- the number of shares with valid votes cast amounted to 7,772,890 (seven million seven hundred and seventy-two thousand eight hundred and ninety), representing 55.13% in the Company's share capital; -----
- the total number of valid votes cast amounted to 7,772,890 (seven million seven hundred and seventy-two thousand eight hundred and ninety); -----
- 7,772,890 (seven million seven hundred and seventy-two thousand eight hundred and ninety) were cast in favour of the resolution; -----
- no votes against;-----
- no abstentions.-----

The Chairman pronounced that the Resolution **had been adopted** by open ballot.--

***Regarding item 7(2) of the agenda:*** -----

Following the presentation of the draft resolution, the Chairman proposed to adopt the following resolution: -----

#### **RESOLUTION No. 4**

#### **of the Extraordinary General Meeting**

**of the Company operating 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) (3), Article 396 (4) and (5) in relation to Article 348 (1) of the Commercial Companies Code and pursuant to Article 19 (6) of the Articles of Association of ACTION S.A., the Extraordinary General Meeting of ACTION S.A. ("the Company") hereby resolves the following:-----  
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1. A reserve capital of PLN 35,100,000 (thirty-five million one hundred thousand zloty) is created to finance the acquisition of equity shares by the Company in

accordance with the provisions of Resolution No. 3 of the Extraordinary General Meeting of ACTION S.A. on authorising the Company's Management Board to acquire equity shares of the Company of 15 January 2026 (hereinafter: **Reserve Capital**). -----

2. The Reserve Capital shall be established from the Company's supplementary capital as stipulated in Article 348 § 1 of the Commercial Companies Code. -----  
-----

3. The Management Board is authorised to use funds from the Reserve Capital in accordance with the provisions of this Resolution and the Resolution no. 3 of the Extraordinary General Meeting of ACTION S.A. on authorising the Management Board of the Company to acquire the Company's equity shares of 15 January 2026, whereby any acquisition of equity shares within the Programme may not cause a decrease in the value of net asset below the amount of the share capital increased by write-downs and provisions not subject to distribution. -----  
-----

4. The Reserve Capital is created upon the adoption of this resolution.-----

Following the open ballot ordered by the Chairman, its results were presented: -----

- the number of shares with valid votes cast amounted to 7,772,890 (seven million seven hundred and seventy-two thousand eight hundred and ninety), representing 55.13% in the Company's share capital; -----
- the total number of valid votes cast amounted to 7,772,890 (seven million seven hundred and seventy-two thousand eight hundred and ninety); -----
- 7,772,890 (seven million seven hundred and seventy-two thousand eight hundred and ninety) were cast in favour of the resolution; -----
- no votes against; -----
- no abstentions.-----

The Chairman pronounced that the Resolution **had been adopted** by open ballot.-----

***Regarding item 7(3) of the agenda:*** -----

The Chairman indicated that the request for changes in the composition of the Supervisory Board had been submitted by a Shareholder pursuant to Article 401§1 of the Code of Commercial Companies, and that the Shareholder had not indicated which of the current Supervisory Board Members the request for their dismissal concerned. The Chairman therefore asked this Shareholder to state their opinion, as well as the other Shareholders for any requests in this regard. No requests were submitted. -----

After a discussion concerning the matters covered by item 7(3) of the agenda, - a representative of the STARLIGHT Family Foundation - of the Shareholder requesting changes in the composition of the Supervisory Board declared that they did not request

to dismiss anyone from the Supervisory Board of the Company, as well as did not request to appoint a new Member of the Supervisory Board. -----

No one present requested the appointment of a Supervisory Board member. -----

Therefore, following the presentation of the draft resolution, the Chairman proposed to adopt the following resolution: -----

**RESOLUTION No. 5**

**of the Extraordinary General Meeting**

**of the Company operating under the business name ACTION Spółka Akcyjna**

**of 15 January 2026**

**on the abandonment of the vote**

**on the resolutions covered by item 7(3) of the agenda**

§ 1

The Extraordinary General Meeting of Shareholders of ACTION S.A., with its registered office in Zamienie, hereby decides not to vote on the resolutions covered by item 7(3) of the agenda. -----

Following the open ballot ordered by the Chairman, its results were presented: -----

- the number of shares with valid votes cast amounted to 7,772,156 (seven million seven hundred and seventy-two thousand one hundred and fifty-six), representing 55.12% in the Company's share capital; -----
- the total number of valid votes cast amounted to 7,772,156 (seven million seven hundred and seventy-two thousand one hundred and fifty-six);
- 7,768,649 (seven million seven hundred sixty-eight thousand six hundred forty-nine) votes were cast in favour of the resolution -----
- no votes against;-----
- 3507 (three thousand five hundred and seven) abstentions were cast -----

The Chairman pronounced that the Resolution **had been adopted** by open ballot. -----

***Regarding item 8 of the agenda:***-----

Due to the exhaustion of the agenda, the Chairman closed the Extraordinary General Meeting of the Company, attaching the attendance list to these minutes.

The Chairman of the Meeting, Krzysztof Tadeusz Biały, is personally known to the notary. -----

§ 2. The costs of this notarial deed are borne by the Company. -----

§ 3. Extracts of this notarial deed are issued to the Company. -----

§ 4. The fees are as follows: -----

- notary fee under § 9(1)(2) and § 17(1) (1) of the Regulation of the Minister of Justice of 28 June 2004 on maximum rates of notary fee ----- **PLN 1,300.00**
- 23% tax on goods and services pursuant to Articles 5, 8, 41(1) and 146(ef) of the Act of 11 March 2004 on the Goods and Services Tax----- **PLN 299.00**

*The deed has been read, accepted and signed.*