

Draft Resolutions of the Extraordinary General Meeting of ACTION S.A. convene on 28 February 2024:

I. Draft Resolutions

RESOLUTION NO. [...]

**of the Extraordinary General Meeting of Action S.A. of 28 February 2024 on:
the election of the Chairman of the Extraordinary General Meeting**

§ 1

Pursuant to Article 409 § 1 of the Code of Commercial Companies and Partnerships, the Extraordinary General Meeting elected the following person to be the Chairman of the Extraordinary General Meeting: [...]

§ 2

1. The Resolution was adopted in a secret ballot.
 2. This resolution becomes effective as of the date of its adoption.
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RESOLUTION NO. [...]

**of the Extraordinary General Meeting of Action S.A. of 28 February 2024 on:
adoption of the agenda**

Acting pursuant to § 9 section 1 b) and section 2 of the Regulations of the General Meeting of the Company under the name ACTION Spółka Akcyjna, the Extraordinary General Meeting decides to adopt the agenda in the wording presented in the announcement of convening the General Meeting published on the Company's website www.action.pl on and in the report current no. of ...

RESOLUTION NO. [...]

**of the Extraordinary General Meeting of Action S.A. of 28 February 2024 on:
the amendment to Resolution No. 3 of the Extraordinary General Meeting of the Company under the
business name of: ACTION Spółka Akcyjna of 26/10/2022 on the authorisation of the Company's
Management Board to acquire the Company's own shares**

§ 1

1. §2(2) of Resolution No. 3 of the Extraordinary General Meeting of Shareholders of the Company under the business name of: ACTION Spółka Akcyjna of 26/10/2022 on the authorisation of the Company's Management Board to acquire the Company's own shares (amended by resolutions of the General Meeting of Shareholders of Action S.A. no.: 3 of April 14, 2023, 13 and 17 of June 21, 2023 and 3 and 4 of October 26, 2023) shall be amended to read as follows:
The maximum total nominal value of the Company's own shares purchased under the Program will not exceed 17.47% of the Company's share capital on the date of adoption of the resolution, i.e. 3,500,000 (three million five hundred thousand) shares of the Company with a total nominal value of PLN 350,000.

(three hundred and fifty thousand zlotys) and which values constitute 18.68% of the current share capital of the Company.

2. §2(3) of Resolution No. 3 of the Extraordinary General Meeting of Shareholders of the Company under the business name of: ACTION Spółka Akcyjna of 26/10/2022 on the authorisation of the Company's Management Board to acquire the Company's own shares (amended by resolutions of the General Meeting of Shareholders of Action S.A. no.: 3 of April 14, 2023, 13 and 17 of June 21, 2023 and 3 and 4 of October 26, 2023) shall be amended to read as follows: *The total amount of funds allocated for the acquisition of own shares under the Programme, including the total acquisition price of own shares plus the costs of their acquisition, will not exceed PLN 78,000,000 (seventy eight million zlotys).*
3. In the remaining scope, Resolution No. 3 of the Extraordinary General Meeting of Shareholders of the Company under the business name of: ACTION Spółka Akcyjna of 26/10/2022 on the authorisation of the Company's Management Board to acquire the Company's own shares shall not be amended.

§ 2

This resolution becomes effective as of the date of its adoption.

RESOLUTION NO. [...]

**of the Extraordinary General Meeting of Action S.A. of 28 February 2024 on:
the amendment to Resolution No. 5 of the Extraordinary General Meeting of the Company under the
business name of: ACTION Spółka Akcyjna of 26/10/2022 on the authorisation of the Company's
Management Board to acquire the Company's own shares**

§ 1

1. Item 1 of Resolution No. 5 of the Extraordinary General Meeting of Shareholders of the Company under the business name of: ACTION Spółka Akcyjna of 26/10/2022 on the authorisation of the Company's Management Board to acquire the Company's (amended by resolutions of the General Meeting of Shareholders of Action S.A. no.: 4 of April 14, 2023, 18 of June 21, 2023, and 3 and 4 of October 26, 2023) own shares shall be amended to read as follows: *Reserve capital in the amount of PLN 78,000,000 (seventy eight million zlotys) shall be established to finance the Company's acquisition of its own shares in accordance with Resolution No. 3 of the Extraordinary General Meeting of ACTION S.A. of 26 October 2022 on the authorisation of the Company's Management Board to acquire the Company's own shares (hereinafter: Reserve Capital).*
2. In the remaining scope, Resolution No. 5 of the Extraordinary General Meeting of Shareholders of the Company under the business name of: ACTION Spółka Akcyjna of 26/10/2022 on the establishment of reserve capital to finance the acquisition of own shares shall not be amended.

§ 2

This resolution becomes effective as of the date of its adoption.

RESOLUTION NO. [...]

**of the Extraordinary General Meeting of Action S.A. of [...] on:
the coverage of costs of convening and holding of the Extraordinary General Meeting**

§ 1

The costs of convening and holding the Extraordinary General Meeting shall be covered by the Company.

§ 2

This resolution becomes effective as of the moment of its adoption.

II. Justification of the draft resolutions:

"The purpose of increasing the share buyback program is to increase the efficiency of the use of the company's equity capital and to increase the rate of return on invested capital as well as to reduce significant financial excess liquidity."

Piotr Bieliński

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Sławomir Harazin

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