

**Draft resolutions for the Extraordinary General Meeting of VRG S.A. (VRG joint stock company) convened for 20 February, 2020.**

Draft resolution to item no. 2 of the planned agenda

**Resolution No. 01/02/2020 of the Extraordinary General Meeting of VRG S.A. (VRG joint stock company) of 20 February, 2020 on the election of the Chairman of the Meeting**

The Extraordinary General Meeting of VRG S.A. with its seat in Cracow appoints Mr. / Ms. ... as the Chairman of the Meeting.

Draft resolution to item no. 4 of the planned agenda

**Resolution No 02/02/2020 of the Extraordinary General Meeting of VRG S.A. (VRG joint stock company) of 20 February, 2020 on the adoption of the agenda**

The Extraordinary General Meeting of VRG S.A. with its seat in Cracow hereby adopts the following agenda of the General Meeting:

- 1) Opening of the General Meeting.
- 2) Election of the Chairman of the General Meeting.
- 3) Statement of the correctness of convening the General Meeting and its ability to adopt resolutions.
- 4) Passing a resolution on the adoption of the agenda.
- 5) Changes in the Company's Supervisory Board.
- 6) Closing of the General Meeting.

Draft resolution to item no. 5 of the planned agenda

**Resolution No 03/02/2020 of the Extraordinary General Meeting of VRG S.A. (VRG joint stock company) of 20 February, 2020 on changes in the composition of the Company's Supervisory Board**

Pursuant to Article 385 § 1 of the Polish Commercial Companies Code, it is hereby resolved as follows:

1. The Extraordinary General Meeting of the Company dismisses Mr./Ms. ... from the Supervisory Board.
2. The resolution shall come into force on the day of its adoption.

**Resolution No 04/02/2020 of the Extraordinary General Meeting of VRG S.A.  
(VRG joint stock company) of 20 February, 2020 on changes in the  
composition of the Company's Supervisory Board**

Pursuant to Article 385 § 1 of the Polish Commercial Companies Code, it is hereby resolved as follows:

1. The Extraordinary General Meeting of the Company appoints Mr./Ms. ... to the Supervisory Board.
2. The resolution shall come into force on the day of its adoption.

**Justification of draft resolutions of the Extraordinary General Meeting of  
VRG S.A. (VRG joint stock company)**

Draft resolution to item no. 2 of the agenda on the election of the Chairman of the Meeting of the Company

Pursuant to Art. 409 § 1 of the Polish Companies Act, the General Shareholders Meeting is chaired by a Chairman elected by the Shareholders from among the persons entitled to participate in the Meeting. Therefore, adoption of a resolution in this respect is an essential element of a properly conducted General Shareholders Meeting.

Draft resolution for item no. 4 of the agenda on the adoption of the agenda

The agenda indicates the scope of issues to be dealt with by the Extraordinary General Meeting. The resolution on its adoption confirms the shareholders' consent to cover certain matters by the Extraordinary General Meeting. Therefore, similarly as in the case of voting on the election of the chairman, also in this case the requirements concerning the correctness of the General Meeting should be observed.

Draft resolutions for item no. 5 of the agenda concerning changes in the composition of the Supervisory Board.

The purpose of resolutions concerning changes in the composition of the Supervisory Board of the Company is to reflect the shareholding structure in the Supervisory Board.