

"FORM ALLOWING THE EXERCISE OF VOTING RIGHTS BY A PROXY AT THE EXTRAORDINARY GENERAL MEETING OF VRG SPÓŁKA AKCYJNA WITH THE REGISTERED OFFICE IN KRAKÓW, CONVENED ON 20 FEBRUARY 2020"

- *This form has been prepared in accordance with the provisions of Article 402³ of the Code of Commercial Companies to enable voting by proxy at the Extraordinary General Meeting of VRG S.A. based in Kraków, convened for February 20, 2020.*
- *The use of this form is not obligatory - it depends exclusively on the decision of the Shareholder and is not a prerequisite for voting by proxy. The form contains, in particular, instructions on exercising voting rights by proxy.*
- *This form does not supersede the power of attorney granted to the proxy by the Shareholder.*
- *This form allows the following:*
 - a) in Part I, the identification of the Shareholder casting their vote and their proxy,*
 - b) in Part II, casting a vote, submitting an objection and providing instructions on how to vote in relation to each resolution the proxy is to vote for*
- *The shareholder issues an instruction by putting an "X" in the appropriate box. In case of checking the "Other" box - The Shareholder should specify in this section of their instructions how proxy should exercise voting rights.*
- *If the Shareholder decides to cast votes differently using their individual shares, it is recommended that the Shareholder indicates in the appropriate box the number of shares with which the proxy is to vote "for", "against" or "abstain" from voting. In the absence of an indication of the number of shares, it is considered that the proxy is entitled to vote in the indicated manner using all shares held by the Shareholder.*
- *The tables contained in Part II of the form allow indicating instructions for the proxy and each time refer to the draft resolution above the given table.*
- *It is noted that the draft resolutions included in these instructions may differ from the draft resolutions voted directly at the General Meeting. To avoid any doubts as to the manner of voting by proxy in this case, it is recommended to specify in the "Other" section the manner of the proxy's conduct in such a situation.*

PART I.

IDENTIFICATION OF THE SHAREHOLDER AND PROXY

PROXY: _____
(first and last name / company of the Proxy)

(home address/registered office, phone number, e-mail address)

(NIP, PESEL/ REGON)

SHAREHOLDER: _____
(first and last name / company of the Shareholder)

(home address/registered office, phone number, e-mail address)

(NIP, PESEL/ REGON)

(number and type of shares the voting right shall be exercised with)

PART II.

**INSTRUCTIONS
CONCERNING THE EXERCISE OF VOTING RIGHTS BY PROXY
at the Extraordinary General Meeting of VRG S.A. z based in Kraków**

convened for the day

February 20, 2020 at 12:00

1)

**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 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			
<input type="checkbox"/> for Number of shares: _____	<input type="checkbox"/> against <input type="checkbox"/> <i>filing an objection</i> Number of shares: _____	<input type="checkbox"/> abstained Number of shares: _____	<input type="checkbox"/> at the discretion of the representative Number of shares: _____
<input type="checkbox"/> other			

2)

**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.

<p align="center">Draft 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</p>			
<input type="checkbox"/> for Number of shares: _____	<input type="checkbox"/> against <input type="checkbox"/> <i>filing an objection</i> Number of shares: _____	<input type="checkbox"/> abstained Number of shares: _____	<input type="checkbox"/> at the discretion of the representative Number of shares: _____
<input type="checkbox"/> other			

3)

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.

<p align="center">Draft 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</p>			
<input type="checkbox"/> for Number of shares: _____	<input type="checkbox"/> against <input type="checkbox"/> <i>filing an objection</i> Number of shares: _____	<input type="checkbox"/> abstained Number of shares: _____	<input type="checkbox"/> at the discretion of the representative Number of shares: _____

other

4)

**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.

**Draft Resolution No. 04/02/2020
of the Extraordinary General Meeting of VRG S.A.
dated February 20, 2020
on changes in the Company's Supervisory Board**

for

against

abstained

at the discretion
of the representative

*filing an
objection*

Number of shares:

Number of shares:

Number of shares:

Number of shares:

other