

**Drafts of resolutions for the Extraordinary General Meeting of VRG S.A.
convened on 17 March 2021.**

**Resolution no 01/03/2021
of the Extraordinary General Meeting of VRG S.A.
of 17 March 2021
on the election of the Chairman of the General Meeting**

The Extraordinary General Meeting of VRG S.A. with its registered office in Kraków appoints Mrs. / Mr. ____ as the Chairman of the General Meeting.

**Resolution no 02/03/2021
of the Extraordinary General Meeting of VRG S.A.
of 17 March 2021
on the adoption of the agenda**

The Extraordinary General Meeting of VRG S.A. with its registered office in Kraków (the "**Company**"), 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. Confirmation of the correctness of the convening of the General Meeting and its capacity to adopt resolutions.
4. Adoption of a resolution on the approval of co-optation to the Supervisory Board of Mr. Mateusz Kolański in accordance with the resolution of the Supervisory Board of January 19, 2021.
5. Changes in the composition of the Supervisory Board of the Company.
6. Adoption of a resolution on the amendment of the Remuneration Policy for members of the Management Board and the Supervisory Board of VRG SA with its registered office in Kraków.
7. Closure of the General Meeting.

**Resolution no 03/03/2021
of the Extraordinary General Meeting of VRG S.A.
of 17 March 2021
on the approval of co-optation to the Supervisory Board of Mr. Mateusz Kolański in
accordance with the resolution of the Supervisory Board of January 19, 2021**

The Extraordinary General Meeting of VRG S.A. with its registered office in Krakow (the "**Company**") hereby approves the co-optation of Mr Mateusz Kolański to the Supervisory Board of the Company on the basis of the resolution of the Supervisory Board of January 19, 2021, following the resignation of Mr. Ernest Podgórski.

**Resolution no 04/03/2021
of the Extraordinary General Meeting of VRG S.A.
of 17 March 2021
on changes in the composition of the Supervisory Board of the Company**

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

1. The Extraordinary General Meeting of the Company dismisses from the Supervisory Board of the Company Mr. _____
2. The resolution shall enter into force on the date of its adoption.

**Resolution no 05/03/2021
of the Extraordinary General Meeting of VRG S.A.
of 17 March 2021
on changes in the composition of the Supervisory Board of the Company**

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

1. The Extraordinary General Meeting of the Company appoints Mr./Mrs. _____ to the Supervisory Board of the Company.
2. The resolution shall enter into force on the date of its adoption.

**Resolution no 06/03/2021
of the Extraordinary General Meeting of VRG S.A.
of 17 March 2021
on the amendment of the Remuneration Policy for members of the Management Board
and the Supervisory Board of VRG SA with its registered office in Kraków**

The Extraordinary General Meeting of VRG SA with its registered office in Kraków (the "**Company**") hereby decides to introduce the following changes to the Remuneration Policy for members of the Management Board and the Supervisory Board of VRG SA with its registered office in Kraków adopted by the Ordinary General Meeting of the Company on June 29, 2020 (the "**Remuneration Policy**"):

1. clause III.1. of the Remuneration Policy shall obtain the following wording:

"The Members of the Management Board of the Company shall be employed on the basis of employment agreements or perform their functions on the basis of a resolution on appointment. The remuneration of the Members of the Management Board of the Company includes a monthly remuneration, the amount of which is determined in the form of a resolution of the Supervisory Board of the Company, as well as variable components of remuneration in the form of incentive bonuses, as well as programs based on the Company's shares. In addition, the Company shall also bear other costs incurred in connection with the performance of the functions of the Member of the Management Board, including the costs of the use by the Members of the Management Board of company cars.

(..)."

2. in clause III.2.1 of the Remuneration Policy subclause 1 shall obtain the following wording:

"The Permanent Remuneration of the Member of the Management Board shall be determined in the Employment Agreement or in a resolution appointing to the

Management Board or a separate resolution granting remuneration for performing his/her obligations in the Management Board of the Company."

3. In clause III.2.2. of the Remuneration Policy subclause 4) shall obtain the following wording:

"The amount of the Variable Remuneration shall be granted individually to the Member of the Management Board for a given financial year on the basis of an employment relationship or as part of a remuneration for the performance of a function."

4. The first subparagraph in clause III.2.3. of the Remuneration Policy shall obtain the following wording:

"Members of the Management Board may be granted severance pay in the event of termination of employment agreements or dismissal from their positions on the Management Board in the amount of not more than 12 months' fixed remuneration and in the event of the conclusion of non-competition contracts of compensation for the duration of the competition ban. Non-competition agreements may be unilaterally terminated by the Employer."

JUSTIFICATION:

The Management Board proposes to adopt a draft resolution on the amendment of the Remuneration Policy for Members of the Management Board and the Supervisory Board of VRG SA with its registered office in Kraków, in connection with the resolution of the Supervisory Board of the Company adopted on August 2, 2020 and the resolution of the Supervisory Board of the Company adopted on January 19, 2021 regarding deviation from the policy within the scope of draft of resolution no 06/03/2021 and the obligation of the Management Board to propose to adopt changes in the remuneration policy at the next general meeting of the Company. Changes in the remuneration policy assume cooperation with a member of the management board and remuneration of a board member on the basis of an appointment resolution.