

**Drafts of resolutions for
the Ordinary General Meeting of VRG S.A.
with its registered office in Kraków
("Company")
convened on 28 June 2023**

**Resolution no 01/06/2023
of the Ordinary General Meeting of the Company
of 28 June 2023
on the election of the Chairman of the General Meeting**

The Ordinary General Meeting of the Company appoints Mrs./Mr. [] as Chairman of the General Meeting.

**Resolution no 02/06/2023
of the Ordinary General Meeting of the Company
of 28 June 2023
on the adoption of the agenda**

The Ordinary General Meeting of 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 adoption of the agenda.
5. Presentation and consideration of the Management Board's report on the Company's activities and the Company's financial statements for the financial year 2022.
6. Presentation and consideration of the Management Board's report on the activities of VRG S.A. Group and the consolidated financial statements of VRG S.A. Group for the financial year 2022.
7. Presentation of the Company's Supervisory Board's assessment for 2022 regarding (i) the Management Board's report on the Company's activities and the Company's financial statements for the financial year 2022, (ii) the Management Board's report on the activities of VRG S.A. Group and consolidated financial statements for the financial year 2022 and (iii) the Management Board's proposal on manner of distribution of the Company's net profit for the financial year 2022 and payment of the dividend.
8. Presentation of the Company's Supervisory Board's report for 2022.
9. Adoption of a resolution on the approval of the Management Board's report on the Company's activities for the financial year 2022 and on the approval of the Company's financial statements for the financial year 2022.
10. Adoption of a resolution on the approval of the Management Board's report on the activities of VRG S.A. Group for the financial year 2022 and on the approval of the consolidated financial statements of VRG S.A. Group for the financial year 2022.
11. Adoption of a resolution on the approval of the Supervisory Board's report for 2022.

12. Adoption of a resolution on distribution of the Company's net profit as reported in the Company's financial statements for the financial year 2022.
13. Adoption of a resolution regarding payment of the dividend.
14. Adoption of resolutions on granting acknowledgement of the fulfilment of duties by the members of the Management Board and of the Supervisory Board of the Company in the financial year 2022.
15. Adoption of a resolution on giving an opinion on the Report of the Supervisory Board of VRG S.A. on the remuneration of the Members of the Management Board and of the Supervisory Board of VRG S.A. for 2022.
16. Closure of the General Meeting.

**Resolution no 03/06/2023
of the Ordinary General Meeting of the Company
of 28 June 2023**

on the approval of the Management Board's report on the Company's activities for the financial year 2022 and the Company's financial statements for the financial year 2022

The Ordinary General Meeting of the Company pursuant to Article 393 clause 1 and Article 395 clause 2 subclause 1 of the Commercial Companies Code and § 30 clause 1 subclause 1 of the Company's Articles of Association and Article 45 clauses 1-3 of the Accounting Act of 29 September 1994, after reviewing the Company's financial statements for the financial year ending on December 31, 2022 and after its consideration, taking into account the contents of the Supervisory Board's report on the assessment within the aforementioned scope and after reviewing the independent auditor's report from the audit of the Company's annual financial statements for the year 2022, as well as after reviewing the Management Board's report on the Company's activities in the financial year ending on December 31, 2022 and after its consideration, taking into account the Supervisory Board's report on the assessment within the aforementioned scope, resolves to approve:

1. The Company's financial statements for 2022 drawn up in accordance with International Financial Reporting Standards consisting of:
 - a. a report on financial situation drawn up as of 31 December 2022, with total assets and total liabilities of PLN 965.176.003,03;
 - b. a profit and loss account for the financial year from 1 January 2022 until 31 December 2022 years with a net profit of PLN 48.358.808,32;
 - c. a report on total revenue for the financial year from 1 January 2022 until 31 December 2022 with total income of PLN 48.358.808,32;
 - d. a report on changes in equity for the financial year from 1 January 2022 until 31 December 2022 with an increase in equity of PLN 8.501.315,52;
 - e. a report on cash flows for the financial year from 1 January 2022 until 31 December 2022 with an increase in cash of PLN 25.420.518,42;
 - f. information and explanations to the financial statements.
2. Report of the Management Board on the Company's activities in the financial year 2022 years.

**Resolution no 04/06/2023
of the Ordinary General Meeting of the Company**

of 28 June 2023

the approval of the Management Board's report on the activities of VRG S.A. Group for the financial year 2022 and on the approval of the consolidated financial statements of VRG S.A. Group for the financial year 2022

The Ordinary General Meeting of the Company pursuant to Article 395 § 5 of the Commercial Companies Code and Art. 63c clause 4 of the Accounting Act of 29 September 1994, after reviewing the consolidated financial statements of the Company for the financial year ending on December 31, 2022 and after its consideration and after reviewing the independent auditor's report from the audit of the Company's annual consolidated financial statements for the year 2022, taking into account the Supervisory Board's report on the assessment within the aforementioned scope, resolves to approve:

1. Consolidated financial statements of the VRG S.A. Group for 2022 drawn up in accordance with International Financial Reporting Standards adopted by the European Union consisting of:
 - a. consolidated report of financial situation drawn up as of 31 December 2022, with total assets and liabilities of PLN 1.511.655.490,98 ;
 - b. consolidated profit and loss account for the financial year from 1 January 2022 until 31 December 2022 with a net profit of PLN 92.957.717,69 ;
 - c. consolidated report on total revenue for the financial year from 1 January 2022 until 31 December 2022 with total income of PLN 92.957.717,69;
 - d. consolidated report on changes in equity for the financial year from 1 January 2022 until 31 December 2022 with an increase in equity of PLN 53.100.224,89;
 - e. consolidated report on cash flows for the financial year from 1 January 2022 until 31 December 2022 with a decrease in net cash during the financial year of - PLN 18.673.285,01;
 - f. information and explanations to the consolidated financial statements.
2. Report of the Management Board on the activities of VRG S.A. Group in the financial year 2022."

Resolution no 05/06/2023

**of the Ordinary General Meeting of the Company
of 28 June 2023**

on approval of the Supervisory Board's report for 2022

The Ordinary General Meeting of the Company approves the report of the Supervisory Board of the Company for 2022.

Justification to the draft resolution No. 5/06/2023:

Item 11 of the agenda includes the concept of a resolution approving the Supervisory Board's report for 2022 in relation with item 2.11. of the Code of Best Practice for WSE Listed Companies 2021, effective from 1 July 2021.

Resolution no 06/06/2023

**of the Ordinary General Meeting of the Company
of 28 June 2023**

on distribution of the Company's net profit for the financial year 2022

The Ordinary General Meeting of the Company, acting on the basis of Article 395 § 2 clause 2 of the Commercial Companies Code and § 30 clause 1 subclause 2 of the Company's Articles of Association, taking into account the contents of the report of the Supervisory Board of the Company on the assessment of the Management Board's proposal on manner of distribution of the Company's net profit for the financial year 2022 resolves that the net profit reported in the Company's financial statements for the financial year 2022 of PLN 48.358.808,32 (in words: forty eight million three hundred fifty eight thousand eight hundred and eight zlotys and thirty two groszy) shall be allocated in full to increase the Company's supplementary capital.

Justification of the Management Board of the Company to the draft resolution No. 06/06/2023:

In accordance with the Company's development plan implemented by the Management Board, the proposal to allocate the net profit shown in the Company's financial statements for the financial year 2022 in full to the Company's supplementary capital is aimed at enabling financing for further sustainable expansion of the Company's retail distribution network, carrying out replacement investments in the most important locations of the brands' showrooms, increasing working capital, as well as reducing liabilities incumbent on the Company on account of long-term debt.

The method of distribution of the Company's net profit indicated in the draft resolution has been positively evaluated by the Company's Supervisory Board.

Resolution no 07/06/2023 of the Ordinary General Meeting of the Company of 28 June 2023 regarding payment of the dividend

The Ordinary General Meeting of the Company, acting pursuant to Article 348 and Article 396 § 5 of the Commercial Companies Code and § 30 paragraph 1 subparagraph 2 of the Company's Articles of Association, taking into account the content of the report of the Supervisory Board of the Company on the assessment of the Management Board's proposal regarding the payment of dividend, resolves the following:

§ 1.

The Ordinary General Meeting of the Company decides to allocate the net profit achieved by the Company in the previous years and transferred to the supplementary capital, for the payment of a dividend in the amount of PLN [] (in words: []) per share in the total amount of PLN [] (in words: []).

§ 2.

The Ordinary General Meeting of the Company decides to determine that the shareholders of the Company as at [] 2023 (dividend date) will be entitled to dividend, and the dividend payment date will be [] 2023.

Justification of the Management Board of the Company to the draft resolution No. 07/06/2023:

The proposal to pay dividend to the Company's shareholders is the implementation of the assumptions of the Company's Dividend Policy adopted by the Management Board on 18 May 2022 and published by the Company in current report No. 18/2022 of 18 May 2022. The use of supplementary capital for this purpose (in the part created from profits - Article 348 § 1 of the Commercial Companies Code) requires the consent of the general meeting pursuant to Article 396 § 5 of the Commercial Companies Code. The proposed amount is within the Company's dividend capacity. The proposal to pay a dividend in the amount indicated in the draft resolution was positively assessed by the Supervisory Board of the Company.

**Resolution no 08/06/2023
of the Ordinary General Meeting of the Company
of 28 June 2023
on granting acknowledgement of the fulfilment of duties
by a Member of the Supervisory Board delegated to perform obligations of the
President of the Management Board**

The Ordinary General Meeting of the Company grants acknowledgement of the fulfilment of duties by Mr. Jan Pilch – Member of the Supervisory Board delegated to perform obligations of the President of the Management Board in the financial year 2022, from 1 January 2022 to 18 April 2022.

**Resolution no 09/06/2023
of the Ordinary General Meeting of the Company
of 28 June 2023
on granting acknowledgement of the fulfilment of duties
by a Member of the Management Board**

The Ordinary General Meeting of the Company grants acknowledgement of the fulfilment of duties by Mr. Radosław Jakociuk – Vice-president of the Management Board in the financial year 2022, from 1 January 2022 to 31 January 2022.

**Resolution no 10/06/2023
of the Ordinary General Meeting of the Company
of 28 June 2023
on granting acknowledgement of the fulfilment of duties
by a Member of the Management Board**

The Ordinary General Meeting of the Company grants acknowledgement of the fulfilment of duties by Mr. Janusz Płocica – President of the Management Board in the financial year 2022, from 19 April 2022 to 31 December 2022.

**Resolution no 11/06/2023
of the Ordinary General Meeting of the Company**

of 28 June 2023
on granting acknowledgement of the fulfilment of duties
by a Member of the Management Board

The Ordinary General Meeting of the Company grants acknowledgement of the fulfilment of duties by Mrs. Marta Fryzowska – Vice-president of the Management Board in the financial year 2022.

Resolution no 12/06/2023
of the Ordinary General Meeting of the Company
of 28 June 2023
on granting acknowledgement of the fulfilment of duties
by a Member of the Management Board

The Ordinary General Meeting of the Company grants acknowledgement of the fulfilment of duties by Mr. Łukasz Bernacki – Vice-president of the Management Board in the financial year 2022 from 7 July 2022 to 31 December 2022.

Resolution no 13/06/2023
of the Ordinary General Meeting of the Company
of 28 June 2023
on granting acknowledgement of the fulfilment of duties
by a Member of the Management Board

The Ordinary General Meeting of the Company grants acknowledgement of the fulfilment of duties by Mr. Michał Zimnicki – Vice-president of the Management Board in the financial year 2022.

Resolution no 14/06/2023
of the Ordinary General Meeting of the Company
of 28 June 2023
on granting acknowledgement of the fulfilment of duties
by a Member of the Supervisory Board

The Ordinary General Meeting of the Company grants acknowledgement of the fulfilment of duties by Mateusz Kolański – President of the Supervisory Board in the financial year 2022.

Resolution no 15/06/2023
of the Ordinary General Meeting of the Company
of 28 June 2023
on granting acknowledgement of the fulfilment of duties
by a Member of the Supervisory Board

The Ordinary General Meeting of the Company grants acknowledgement of the fulfilment of duties by Mr. Marcin Gomoła – Member of the Supervisory Board in the financial year 2022.

**Resolution no 16/06/2023
of the Ordinary General Meeting of the Company
of 28 June 2023
on granting acknowledgement of the fulfilment of duties
by a Member of the Supervisory Board**

The Ordinary General Meeting of the Company grants acknowledgement of the fulfilment of duties by Mr. Piotr Kaczmarek – Member of the Supervisory Board in the financial year 2022.

**Resolution no 17/06/2023
of the Ordinary General Meeting of the Company
of 28 June 2023
on granting acknowledgement of the fulfilment of duties
by a Member of the Supervisory Board**

The Ordinary General Meeting of the Company grants acknowledgement of the fulfilment of duties by Mr. Jan Pilch – Vice-president of the Supervisory Board in the financial year 2022.

**Resolution no 18/06/2023
of the Ordinary General Meeting of the Company
of 28 June 2023
on granting acknowledgement of the fulfilment of duties
by a Member of the Supervisory Board**

The Ordinary General Meeting of the Company grants acknowledgement of the fulfilment of duties by Mr. Piotr Stępiak – Member of the Supervisory Board in the financial year 2022.

**Resolution no 19/06/2023
of the Ordinary General Meeting of the Company
of 28 June 2023
on granting acknowledgement of the fulfilment of duties
by a Member of the Supervisory Board**

The Ordinary General Meeting of the Company grants acknowledgement of the fulfilment of duties by Mr. Wacław Szary – Member of the Supervisory Board in the financial year 2022.

**Resolution no 20/06/2023
of the Ordinary General Meeting of the Company
of 28 June 2023**

**on granting acknowledgement of the fulfilment of duties
by a Member of the Supervisory Board**

The Ordinary General Meeting of the Company grants acknowledgement of the fulfilment of duties by Mr. Andrzej Szumański – Member of the Supervisory Board in the financial year 2022.

**Resolution no 21/06/2023
of the Ordinary General Meeting of the Company
of 28 June 2023**

**on giving an opinion on the Report of the Supervisory Board of VRG S.A. on the
remuneration of the Members of the Management Board and of the Supervisory Board
of VRG S.A. for 2022**

The Ordinary General Meeting of the Company, pursuant to Article 395 § 21 of the CCC in conjunction with Article 90g section 6 of the Act of 29 July 2005 on public offering, conditions governing the introduction of financial instruments to organised trading, and on public companies, gives a positive opinion on the Report of the Supervisory Board of VRG S.A. on the remuneration of Members of the Management Board and Supervisory Board of VRG S.A. for 2022.

Justification to the draft resolution No. 21/06/2023:

The resolution is a resolution adopted by the Ordinary General Meeting pursuant to Article 395 § 2¹ of the Commercial Companies Code in conjunction with Article 90g section 6 of the Act of 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organised trading, and on public companies