

**Drafts of resolutions for
the Ordinary General Meeting of VRG S.A.
with its registered office in Kraków
("Company")
convened on 28 June 2021**

**Resolution no 01/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
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 02/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
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. Consideration of the Management Board's report on the Company's activities and the Management Board's report on the activities of VRG S.A. Group and the Company's financial statements for the financial year 2020 and the consolidated financial statements of VRG S.A. Group for the financial year 2020.
6. Presentation of the Supervisory Board's report on the assessment of the Management Board's report on the Company's activities and the separate and consolidated financial statements for the financial year 2020, the Management Board's proposal on manner of covering the Company's loss for the financial year 2020 and the report on the activities of the Supervisory Board in 2020, the assessment of the Supervisory Board regarding the situation of the Company in 2020 and the assessment of how the Company fulfilled its information obligations in 2020.
7. Adoption of a resolution on the approval of the Management Board's report on the Company's activities for the financial year 2020 and the Company's financial statements for the financial year 2020.
8. 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 2020 and on the approval of the consolidated financial statements of VRG S.A. Group for the financial year 2020.
9. Adoption of a resolution on covering the Company's loss as reported in the Company's financial statements for the financial year 2020.

10. 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 2020.
11. 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 2019-2020.
12. Adoption of a resolution on determining the number of Members of the Supervisory Board of the new term of office.
13. Adoption of resolutions on the appointment of Members of the Supervisory Board of the new term of office.
14. Closure of the General Meeting.

**Resolution no 03/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021**

on the approval of the Management Board's report on the Company's activities for the financial year 2020 and the Company's financial statements for the financial year 2020

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, 2020 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 2020, as well as after reviewing the Management Board's report on the Company's activities in the financial year ending on December 31, 2020 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 2020 drawn up in accordance with International Financial Reporting Standards consisting of:
 - a. a report on financial situation drawn up as of 31 December 2020, with total assets and total liabilities of **PLN 1,024,514,596.48** (in words: one billion twenty-four million five hundred and fourteen thousand five hundred and ninety-six zlotys and forty-eight groszy);
 - b. a profit and loss account for the financial year from 1 January 2020 until 31 December 2020 years with a net loss of **PLN 59,103,909.82** (in words: fifty-nine million one hundred three thousand nine hundred and nine zlotys and eighty-two groszy);
 - c. a report on total revenue for the financial year from 1 January 2020 until 31 December 2020 with total income of minus **PLN 59,103,909.82** (in words: fifty-nine million one hundred three thousand nine hundred and nine zlotys and eighty-two groszy);
 - d. a report on changes in equity for the financial year from 1 January 2020 until 31 December 2020 with a reduction in equity of **PLN 59,103,909.82** (in words: fifty-nine million one hundred three thousand nine hundred and nine zlotys and eighty-two groszy);

- e. a report on cash flows for the financial year from 1 January 2020 until 31 December 2020 with an increase in cash of **PLN 27,267,820.33** (in words: twenty-seven million two hundred and sixty-seven thousand eight hundred and twenty zlotys and thirty-three groszy);
 - f. information and explanations to the financial statements.
2. Report of the Management Board on the Company's activities in the financial year 2020 years.

**Resolution no 04/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021**

the approval of the Management Board's report on the activities of VRG S.A. Group for the financial year 2020 and on the approval of the consolidated financial statements of VRG S.A. Group for the financial year 2020

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, 2020 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 2020, 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 2020 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 2020, with total assets and liabilities of **PLN 1,457,995,400.44** (in words: one billion four hundred and fifty-seven million nine hundred and ninety-five thousand four hundred zlotys and forty-four groszy);
 - b. consolidated profit and loss account for the financial year from 1 January 2020 until 31 December 2020 with a loss of **PLN 48,170,164.46** (in words: forty-eight million one hundred and seventy thousand one hundred and sixty-four zlotys and forty-six groszy);
 - c. consolidated report on total revenue for the financial year from 1 January 2020 until 31 December 2020 with total income of minus **PLN 48,170,164.46** (in words: forty-eight million one hundred and seventy thousand one hundred and sixty-four zlotys and forty-six groszy);
 - d. consolidated report on changes in equity for the financial year from 1 January 2020 until 31 December 2020 with a reduction in equity of **PLN 48,170,164.46** (in words: forty-eight million one hundred and seventy thousand one hundred and sixty-four zlotys and forty-six groszy);
 - e. consolidated report on cash flows for the financial year from 1 January 2020 until 31 December 2020 with an increase in net cash during the financial year of **PLN 23,558,762.68** (in words: twenty-three million five hundred and fifty-eight thousand seven hundred and sixty-two zlotys and sixty-eight groszy);
 - 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 2020."

**Resolution no 05/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
on covering the Company's loss for the financial year 2020**

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 covering the Company's loss for the financial year 2020 resolves that the net loss reported in the Company's financial statements for the financial year 2020 of **PLN 59,103,909.82** (in words: fifty-nine million one hundred three thousand nine hundred and nine zlotys and eighty-two groszy) shall be covered in full from the Company's supplementary capital.

**Resolution no 06/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
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. Grzegorz Pilch – President of the Management Board in the financial year 2020 from 1 January 2020 to 29 June 2020.

**Resolution no 07/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
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. Mateusz Żmijewski – Vice-president of the Management Board in the financial year 2020 from 1 January 2020 to 13 July 2020.

**Resolution no 08/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
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 Wójcik – Vice-president of the Management Board and from 29 June 2020 – President of the Management Board – in the financial year 2020 from 1 January 2020 to 13 July 2020.

**Resolution no 09/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
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. Erwin Bakalarz – Member of the Management Board in the financial year 2020.

**Resolution no 10/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
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. Andrzej Jaworski – President of the Management Board in the financial year 2020 from 13 July 2020 to 31 December 2020.

**Resolution no 11/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
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 2020 from 13 July 2020 to 31 December 2020.

**Resolution no 12/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
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 2020 from 1 September 2020 to 31 December 2020.

**Resolution no 13/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
on granting acknowledgement of the fulfilment of duties by a Member of the
Supervisory Board delegated to temporarily perform duties
of the Vice-president of the Management Board**

The Ordinary General Meeting of the Company grants acknowledgement of the fulfilment of duties by Mr. Ernest Podgórski – Member of the Management Board delegated to temporarily perform duties of the Vice-president of the Management Board in the financial year 2020 from 13 July 2020 to 13 September 2020.

**Resolution no 14/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
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. Jerzy Mazgaj – Chairman of the Supervisory Board in the financial year 2020.

**Resolution no 15/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
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 prof. Andrzej Szumański – Member of the Supervisory Board in the financial year 2020.

**Resolution no 16/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
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 2020.

**Resolution no 17/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
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 – Member of the Supervisory Board in the financial year 2020 from 1 January 2020 to 20 February 2020 and from 29 June 2020 to 31 December 2020.

**Resolution no 18/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
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. Artur Małek – Member of the Supervisory Board in the financial year 2020 from 1 January 2020 to 20 February 2020.

**Resolution no 19/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
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 Mrs. Grażyna Sudzińska-Amroziowicz – Member of the Supervisory Board in the financial year 2020 from 1 January 2020 to 19 February 2020.

**Resolution no 20/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
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. Paweł Tymczyszyn – Member of the Supervisory Board in the financial year 2020 from 1 January 2020 to 29 June 2020.

**Resolution no 21/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
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 Nowjalis – Member of the Supervisory Board in the financial year 2020 from 20 February 2020 to 29 June 2020.

**Resolution no 22/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
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. Grzegorz Janas – Member of the Supervisory Board in the financial year 2020 from 20 February 2020 until 29 June 2020.

**Resolution no 23/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
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 Stępniaak – Member of the Supervisory Board in the financial year 2020 from 20 February 2020 until 31 December 2020.

**Resolution no 24/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
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. Waclaw Szary – Member of the Supervisory Board in the financial year 2020 from 29 June 2020 until 31 December 2020.

**Resolution no 25/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
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 dr Ernest Podgórski – Member of the Supervisory Board in the financial year 2020 from 29 June 2020 until 31 December 2020.

**Resolution no 26/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021**

**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 2019-2020**

The Ordinary General Meeting of the Company, pursuant to Article 395 § 2¹ of the Commercial Companies Code in connection with Article 90g clause 6 of the Act of 29 July 2005 on the public offer and conditions for the introduction of financial instruments into an organised trading system and on public companies, positively assess 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 2019-2020.

Justification of the Management Board of the Company for draft of resolution no 26/06/2021:

The resolution is a resolution adopted by the Ordinary General Meeting pursuant to Article 395 § 2¹ of the Commercial Companies Code in connection with Article 90g clause 6 of the Act of 29 July 2005 on the public offer and conditions for the introduction of financial instruments into an organised trading system and on public companies. The resolution shall be adopted for the first time in relation to the report on the remuneration for the 2019-2020.

**Resolution no 27/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
on determining the number of Members of the Supervisory Board
of the new term of office**

§ 1.

The Ordinary General Meeting of the Company, pursuant to Article 385 § 1 of the Commercial Companies Code and § 17 clause 2 of the Company's Articles of Association, determines that the Supervisory Board of the new joint term of office, beginning at the beginning of the day following the date of the day of this Ordinary General Meeting approving the Company's financial statements for the financial year 2020 – shall consist of [] persons."

§ 2.

The resolution shall enter into force on the date of its adoption.

**Resolution no 28/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
on the appointment of a Member of the Supervisory Board of the new term of office**

§ 1.

The Ordinary General Meeting of the Company, pursuant to § 17 clause 3 of the Company's Articles of Association, appoints [] to the Supervisory Board of the new joint term of office.

§ 2.

The resolution shall enter into force on the date of its adoption.

**Resolution no 29/06/2021
of the Ordinary General Meeting of the Company
of 28 June 2021
on the appointment of a Member of the Supervisory Board of the new term of office**

§ 1.

The Ordinary General Meeting of the Company, pursuant to § 17 clause 3 of the Company's Articles of Association, appoints [] to the Supervisory Board of the new joint term of office.

§ 2.

The resolution shall enter into force on the date of its adoption.