

**Drafts of resolutions for
the Ordinary General Meeting of VRG S.A.
with its registered office in Kraków
("Company")
convened on 21 June 2022**

**Resolution no 01/06/2022
of the Ordinary General Meeting of the Company
of 21 June 2022
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 02/06/2022
of the Ordinary General Meeting of the Company
of 21 June 2022
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 2021.
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 2021.
7. Presentation of the Company's Supervisory Board's assessment regarding (i) the Management Board's report on the Company's activities and the Company's financial statements for the financial year 2021, (ii) the Management Board's report on the activities of VRG S.A. Group and consolidated financial statements for the financial year 2021 and (iii) the Management Board's proposal on manner of covering the Company's loss for the financial year 2021 and payment of the dividend.
8. Presentation of the Company's Supervisory Board's report for 2021.
9. Adoption of a resolution on the approval of the Management Board's report on the Company's activities for the financial year 2021 and on the approval of the Company's financial statements for the financial year 2021.
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 2021 and on the approval of the consolidated financial statements of VRG S.A. Group for the financial year 2021.
11. Adoption of a resolution on the approval of the Supervisory Board's report for 2021.

12. Adoption of a resolution on covering the Company's loss as reported in the Company's financial statements for the financial year 2021.
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 2021.
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 2021.
16. Adoption of a resolution regarding amendment of the Remuneration Policy for the Members of the Management Board and of the Supervisory Board of VRG S.A. with its registered office in Kraków.
17. Closure of the General Meeting.

**Resolution no 03/06/2022
of the Ordinary General Meeting of the Company
of 21 June 2022**

on the approval of the Management Board's report on the Company's activities for the financial year 2021 and the Company's financial statements for the financial year 2021

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, 2021 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 2021, as well as after reviewing the Management Board's report on the Company's activities in the financial year ending on December 31, 2021 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 2021 drawn up in accordance with International Financial Reporting Standards consisting of:
 - a. a report on financial situation drawn up as of 31 December 2021, with total assets and total liabilities of PLN 986.684.894,89;
 - b. a profit and loss account for the financial year from 1 January 2021 until 31 December 2021 years with a net loss of PLN 132.410,20;
 - c. a report on total revenue for the financial year from 1 January 2021 until 31 December 2021 with total income of minus PLN 132.410,20;
 - d. a report on changes in equity for the financial year from 1 January 2021 until 31 December 2021 with a reduction in equity of PLN 132.410,20;
 - e. a report on cash flows for the financial year from 1 January 2021 until 31 December 2021 with a decrease in cash of PLN 6.285.834,00;
 - f. information and explanations to the financial statements.
2. Report of the Management Board on the Company's activities in the financial year 2021 years.

**Resolution no 04/06/2022
of the Ordinary General Meeting of the Company
of 21 June 2022**

the approval of the Management Board's report on the activities of VRG S.A. Group for the financial year 2021 and on the approval of the consolidated financial statements of VRG S.A. Group for the financial year 2021

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, 2021 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 2021, 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 2021 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 2021, with total assets and liabilities of PLN 494.392.040,36;
 - b. consolidated profit and loss account for the financial year from 1 January 2021 until 31 December 2021 with a loss of PLN 66.309.460,90;
 - c. consolidated report on total revenue for the financial year from 1 January 2021 until 31 December 2021 with total income of minus PLN 66.309.460,90;
 - d. consolidated report on changes in equity for the financial year from 1 January 2021 until 31 December 2021 with a reduction in equity of PLN 66.309.460,90;
 - e. consolidated report on cash flows for the financial year from 1 January 2021 until 31 December 2021 with an increase in net cash during the financial year of PLN 65.732.945,80;
 - 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 2021."

**Resolution no 05/06/2022
of the Ordinary General Meeting of the Company
of 21 June 2022
on covering the Company's loss for the financial year 2021**

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 2021 resolves that the net loss reported in the Company's financial statements for the financial year 2021 of PLN 132.410,20 (in words: one hundred thirty two thousand four hundred and ten zlotys and twenty groszy) shall be covered in full from the Company's supplementary capital.

Justification of the Management Board of the Company to the draft resolution No. 05/06/2022:
The method of covering the loss is determined in accordance with article 395 § 2 point 2) of the Commercial Companies Code by the Ordinary General Meeting of the Company, however, the use of supplementary capital for this purpose requires the consent of the general meeting pursuant to article 396 § 5 of the Commercial Companies Code. The Company has sufficient amounts accumulated on the share capital to cover the loss. The proposal to cover the loss in the amount indicated in the draft resolution was positively assessed by the Supervisory Board of the Company.

**Resolution no 06/06/2022
of the Ordinary General Meeting of the Company
of 21 June 2022
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 0.17 (in words: zero zloty seventeen groszy) per share in the total amount of PLN 39,857,492.80 (in words: thirty nine million eight hundred fifty seven thousand four hundred ninety two zlotys 80/100).

§ 2.

The Ordinary General Meeting of the Company decides to determine that the shareholders of the Company as at 15 July 2022 (dividend date) will be entitled to dividend, and the dividend payment date will be 29 July 2022.

Justification of the Management Board of the Company to the draft resolution No. 06/06/2022:
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 07/06/2022
of the Ordinary General Meeting of the Company
of 21 June 2022**

**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 2021, from 10 September 2021 to 31 December 2021.

**Resolution no 08/06/2022
of the Ordinary General Meeting of the Company
of 21 June 2022
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 2021.

**Resolution no 09/06/2022
of the Ordinary General Meeting of the Company
of 21 June 2022
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 2021.

**Resolution no 10/06/2022
of the Ordinary General Meeting of the Company
of 21 June 2022
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 2021, from 1 December 2021 to 31 December 2021.

**Resolution no 11/06/2022
of the Ordinary General Meeting of the Company
of 21 June 2022
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 2021 from 1 January 2021 to 10 September 2021.

**Resolution no 12/06/2022
of the Ordinary General Meeting of the Company
of 21 June 2022
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 2021 from 1 January 2021 to 11 January 2021.

**Resolution no 13/06/2022
of the Ordinary General Meeting of the Company
of 21 June 2022
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. Ernest Podgórski – Member of the Management Board in the financial year 2021 from 1 January 2021 to 11 January 2021.

**Resolution no 14/06/2022
of the Ordinary General Meeting of the Company
of 21 June 2022
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. Olga Lipińska-Długosz – Member of the Management Board in the financial year 2021 from 11 January 2021 to 31 August 2021.

**Resolution no 15/06/2022
of the Ordinary General Meeting of the Company
of 21 June 2022
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 – Member of the Supervisory Board in the financial year 2021, from 19 January 2021 until 31 December 2021, including as the President of the Supervisory

Board from 13 July 2021 until 31 December 2021 and Vice-president of the Supervisory Board from 17 February 2021 until 28 June 2021.

**Resolution no 16/06/2022
of the Ordinary General Meeting of the Company
of 21 June 2022
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 2021.

**Resolution no 17/06/2022
of the Ordinary General Meeting of the Company
of 21 June 2022
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 2021.

**Resolution no 18/06/2022
of the Ordinary General Meeting of the Company
of 21 June 2022
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 2021 from 1 January 2021 to 31 December 2021, including as the Vice-president of the Supervisory Board from 13 July 2021 until 31 December 2021.

**Resolution no 19/06/2022
of the Ordinary General Meeting of the Company
of 21 June 2022
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 2021.

Resolution no 20/06/2022

**of the Ordinary General Meeting of the Company
of 21 June 2022
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 2021.

**Resolution no 21/06/2022
of the Ordinary General Meeting of the Company
of 21 June 2022
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 2021 from 28 June 2021 to 31 December 2021.

**Resolution no 22/06/2022
of the Ordinary General Meeting of the Company
of 21 June 2022
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 – President of the Supervisory Board in the financial year 2021 from 1 January until 28 June 2021.

**Resolution no 23/06/2022
of the Ordinary General Meeting of the Company
of 21 June 2022
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. Ernest Podgórski – Member of the Supervisory Board in the financial year 2021 from 1 January 2021 until 11 January 2021.

**Resolution no 24/06/2022
of the Ordinary General Meeting of the Company
of 21 June 2022
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 2021**

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 2021.

Justification to the draft resolution No. 24/06/2022:

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

**Resolution no 25/06/2022
of the Ordinary General Meeting of the Company
of 21 June 2022**

regarding amendment of the Remuneration Policy for the Members of the Management Board and of the Supervisory Board of VRG S.A. with its registered office in Kraków

The Ordinary General Meeting of VRG SA with its registered office in Krakow (the "**Company**"), hereby decides to introduce an amendment to the Remuneration Policy for Members of the Management Board and the Supervisory Board of VRG S.A. with its registered office in Kraków adopted by the Ordinary General Meeting of the Company on June 29, 2020, as amended by the resolution of the Extraordinary General Meeting of the Company on March 17, 2021 ("**Remuneration Policy**") so in paragraph III.2.2. point 8 is replaced by the following new wording:

"Management objectives should refer to the following criteria, i.e.:

- 1) realization of a certain level of the Separate Net Profit of the Company or the consolidated Net Result of the Group,
- 2) realization of a specific level of the Separate Operating Profit of the Company or the consolidated Operating Profit of the Group,
- 3) implementation of the Company's strategy,
- 4) taking into account the social objectives of the Company."

Justification of the Management Board of the Company to the draft resolution No. 25/06/2022:

The proposed change to the Remuneration Policy results from the recommendation of the Supervisory Board of the Company contained in Resolution No. 2 of the Supervisory Board of the Company of January 31, 2022. The purpose of the amendment, in accordance with the intention of the Supervisory Board of the Company, is to provide an incentive system for the Management Board of the Company enabling it to be dependent on the implementation of the Company's results, excluding the results of the subsidiary, including W.KRUK S.A., which have a significant impact on the consolidated results.