

**Draft resolutions for  
the Annual General Meeting of VRG S.A.  
with its registered office in Krakow  
(the "Company")  
convened for June 26, 2024**

**Resolution No. 01/06/2024  
of the Annual General Meeting of the Company  
of 26 June 2024  
on the election of the Chairman of the General Meeting**

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

**Resolution No. 02/06/2024  
of the Annual General Meeting of the Company  
of 26 June 2024  
on the adoption of the agenda**

The Annual 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 convening the General Meeting and its ability to adopt resolutions.
4. Adoption of a resolution on the adoption of the agenda.
5. Presentation and consideration of the Company's financial statements for the financial year 2023.
6. Presentation and consideration of the consolidated financial statements of the VRG S.A. capital group for the financial year 2023.
7. Presentation and consideration of the Management Board's report on the activities of the Company and on the activities of the VRG S.A. capital group for the financial year 2023.
8. Presentation of the Company's Supervisory Board's assessment for 2023 concerning: (i) the Management Board's report on the Company's activities and the Company's financial statements for the financial year 2023, (ii) the Management Board's report on the activities of the VRG S.A. capital group and the consolidated financial statements of the VRG S.A. capital group for the financial year 2023 and (iii) the Management Board's proposal on the method of disposal of the Company's net profit for the financial year 2023 and the payment of dividend.
9. Presentation of the Company's Supervisory Board report for 2023.
10. Adoption of a resolution on approval of the Company's financial statements for the financial year 2023.
11. Adoption of a resolution on approval of the consolidated financial statements of the VRG S.A. capital group for the financial year 2023.
12. Adoption of a resolution to approve the Management Board's report on the activities of the Company and on the activities of the VRG S.A. capital group for the financial year 2023.
13. Adoption of a resolution approving the Supervisory Board's report for 2023
14. Adoption of a resolution on the disposal of the Company's net profit disclosed in the Company's financial statements for the financial year 2023.
15. Adoption of a resolution on the payment of dividend.

16. Adoption of resolutions on granting discharge to members of the Management Board and Supervisory Board of the Company for the performance of their duties in the financial year 2023.
17. Adoption of a resolution to approve the co-optation to the Supervisory Board of Mrs. Danuta Dąbrowska in accordance with the resolution of the Supervisory Board of October 30, 2023.
18. Adoption of a resolution to approve the co-optation to the Supervisory Board of Mrs. Blanka Borkowska in accordance with the resolution of the Supervisory Board of March 19, 2024.
19. Adoption of a resolution to express an opinion on the Report of the Supervisory Board of VRG S.A. on the remuneration of Members of the Management Board and Members of the Supervisory Board of VRG S.A. for 2023.
20. Adoption of a resolution to amend the Company's Articles of Association with respect to § 21.2.8) by granting the Company's Supervisory Board the right to select an audit firm to attest sustainable reporting.
21. Closing of the General Meeting.

**Resolution No. 03/06/2024**  
**of the Annual General Meeting of the Company**  
**of 26 June 2024**  
**on approval of the Company's financial statements for the financial year 2023**

The Annual General Meeting of the Company, pursuant to Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Companies Code, resolves to approve the Company's financial statements for 2023 prepared in accordance with International Financial Reporting Standards, including:

- a. the report on financial situation prepared as at 31 December 2023, which on the assets and liabilities side shows the sum of PLN 936,135,953.41;
- b. the profit and loss account for the financial year from 1 January 2023 to 31 December 2023 showing a net profit of PLN 28,193,220.51;
- c. the report on total income for the financial year from 1 January 2023 to 31 December 2023 showing total income of PLN 28,193,220.51;
- d. the report on changes in equity for the financial year from 1 January 2023 to 31 December 2023, showing a decrease in equity in the amount of PLN 18,697,947.49;
- e. the report on cash flows in the financial year from 1 January 2023 to 31 December 2023 showing a decrease in net cash during the financial year by PLN - 13,399,726.51;
- f. information and explanations to the financial statements.

**Resolution No. 04/06/2024**  
**of the Annual General Meeting of the Company**  
**of 26 June 2024**  
**on approval of the consolidated financial statements of the VRG S.A. Capital Group for the financial year 2023**

The Annual General Meeting of the Company, pursuant to Article 395 § 5 of the Commercial Companies Code, resolves to approve the consolidated financial statements of the VRG S.A. Capital Group for 2023, prepared in accordance with the International Financial Reporting Standards adopted by the European Union, including:

- a. the consolidated report on financial situation prepared as at 31 December 2023, which on the assets and liabilities side shows the sum of PLN 1,529,790,849.79;
- a. the consolidated report of profit and loss for the financial year from 1 January 2023 to 31 December 2023 showing a net profit of PLN 101,728,755.35;

- b. the consolidated report on total income for the financial year from 1 January 2023 to 31 December 2023, showing total income of PLN 101,727,482.66;
- c. the consolidated report on changes in equity for the financial year from 1 January 2023 to 31 December 2023, showing an increase in equity by PLN 54,836,314.66;
- d. the consolidated report on cash flows in the financial year from 1 January 2023 to 31 December 2023, showing a decrease in net cash during the financial year by PLN - 17,762,089.97;
- e. information and explanations to the consolidated financial statements.

**Resolution No. 05/06/2024**  
**of the Annual General Meeting of the Company**  
**of 26 June 2024**  
**on approval of the Management Board's report on the activities of the Company and on the activities of the VRG S.A. capital group for the financial year 2023.**

The Annual General Meeting of the Company, pursuant to Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Companies Code, resolves to approve the Management Board's Report on the activities of the Company and on the activities of the VRG S.A. capital group for the financial year 2023.

**Resolution No. 06/06/2024**  
**of the Annual General Meeting of the Company**  
**of 26 June 2024**  
**on approval of the Supervisory Board's report for 2023**

The Annual General Meeting of the Company approves the report of the Supervisory Board of the Company for 2023.

Justification to the draft resolution No. 06/06/2024:

Item 13 of the agenda includes the concept of a resolution approving the Supervisory Board's report for 2023 in connection with item 2.11. of the Code of Best Practice for WSE Listed Companies 2021, effective from 1 July 2021.

**Resolution No. 07/06/2024**  
**of the Annual General Meeting of the Company**  
**of 26 June 2024**  
**on the disposal of the Company's net profit for the financial year 2023**

The Annual General Meeting of the Company, acting pursuant to Article 395 § 2 point 2 of the Commercial Companies Code and § 30 section 1 point 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 on manner of disposal of the Company's net profit for the financial year 2023, resolves that the net profit disclosed in the Company's financial statements for the financial year 2023 in the amount of **PLN 28,193,220.51** (in words: twenty-eight million one hundred ninety-three thousand two hundred twenty zlotys and fifty-one groszy) will be allocated in full to the Company's supplementary capital.

Justification of the Management Board of the Company to the draft resolution No. 07/06/2024:

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 2023 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. The method of disposal of the Company's net profit indicated in the draft resolution was positively assessed by the Company's Supervisory Board.

**Resolution No. 08/06/2024**  
**of the Annual General Meeting of the Company**  
**of 26 June 2024**  
**on dividend payment**

The Annual General Meeting of the Company, acting pursuant to Article 348 and Article 396 § 5 of the Commercial Companies Code and § 30 section 1 item 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 on the payment of dividend, resolves as follows:

§ 1.

The Annual General Meeting of the Company resolves to allocate the net profit generated by the Company in previous years and transferred to the supplementary capital for the payment of dividend in the amount of **PLN 0.09** (in words: zero zlotys nine groszy) per share in the total amount of **PLN 21,101,025.60** (in words: twenty-one million one hundred and one thousand twenty-five zlotys and sixty groszy).

§ 2.

The Annual General Meeting of the Company resolves to determine that the shareholders of the Company as at September 20, 2024 (dividend date) will be entitled to the dividend, and the dividend payment date will be December 16, 2024.

Justification of the Management Board of the Company to the draft resolution No. 08/06/2024:

The proposal to pay a dividend to the Company's shareholders is the implementation of the assumptions of the Company's Dividend Policy adopted by the Management Board on May 18, 2022 and published by the Company in current report No. 18/2022 of May 18, 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 dividend in the amount indicated in the draft resolution was positively assessed by the Company's Supervisory Board.

**Resolution No. 09/06/2024**  
**of the Annual General Meeting of the Company**  
**of 26 June 2024**  
**on granting discharge to the Member of the Management Board of the Company**

The Annual General Meeting of the Company hereby grants discharge to Mr. Janusz Płocica, President of the Management Board of the Company, on account of the performance of his duties in the financial year 2023, in the period from January 1, 2023 to November 28, 2023.

**Resolution No. 10/06/2024**  
**of the Annual General Meeting of the Company**  
**of 26 June 2024**  
**on granting discharge to the Member of the Management Board of the Company**

The Annual General Meeting of the Company hereby grants discharge to Mr. Mateusz Kolański, President of the Management Board of the Company, on account of the performance of his duties in the financial year 2023, in the period from November 28, 2023 to December 31, 2023.

**Resolution No. 11/06/2024**  
**of the Annual General Meeting of the Company**  
**of 26 June 2024**  
**on granting discharge to the Member of the Management Board of the Company**

The Annual General Meeting of the Company grants discharge to Mrs. Marta Fryzowska, Vice President of the Management Board of the Company, on account of the performance of her duties in the financial year 2023.

**Resolution No. 12/06/2024**  
**of the Annual General Meeting of the Company**  
**of 26 June 2024**  
**on granting discharge to the Member of the Management Board of the Company**

The Annual General Meeting of the Company hereby grants discharge to Mr. Łukasz Bernacki, Vice President of the Management Board of the Company, on account of the performance of his duties in the financial year 2023.

**Resolution No. 13/06/2024**  
**of the Annual General Meeting of the Company**  
**of 26 June 2024**  
**on granting discharge to the Member of the Management Board of the Company**

The Annual General Meeting of the Company hereby grants discharge to Mr. Michał Zimnicki, Vice President of the Management Board of the Company, on account of the performance of his duties in the financial year 2023.

**Resolution No. 14/06/2024**  
**of the Annual General Meeting of the Company**  
**of 26 June 2024**  
**on granting discharge to the Member of the Supervisory Board of the Company**

The Annual General Meeting of the Company hereby grants discharge to Mr. Mateusz Kolański, Chairman of the Supervisory Board, on account of the performance of his duties as Member of the Supervisory Board in the financial year 2023, in the period from January 1, 2023 to November 28, 2023.

**Resolution No. 15/06/2024**  
**of the Annual General Meeting of the Company**  
**of 26 June 2024**  
**on granting discharge to Member of the Supervisory Board of the Company**

The Annual General Meeting of the Company hereby grants discharge to Mrs. Danuta Dąbrowska on account of the performance of her duties as Member of the Supervisory Board of the Company in the financial year 2023, in the period from October 30, 2023 to December 31, 2023.

**Resolution No. 16/06/2024  
of the Annual General Meeting of the Company  
of 26 June 2024  
on granting discharge to the Member of the Supervisory Board of the Company**

The Annual General Meeting of the Company hereby grants discharge to Mr. Marcin Gomoła on account of the performance of his duties as Member of the Supervisory Board of the Company in the financial year 2023.

**Resolution No. 17/06/2024  
of the Annual General Meeting of the Company  
of 26 June 2024  
on granting discharge to the Member of the Supervisory Board of the Company**

The Annual General Meeting of the Company hereby grants discharge to Mr. Piotr Kaczmarek in respect of the performance of his duties as Member of the Supervisory Board of the Company in the financial year 2023.

**Resolution No. 18/06/2024  
of the Annual General Meeting of the Company  
of 26 June 2024  
on granting discharge to the Member of the Supervisory Board of the Company**

The Annual General Meeting of the Company hereby grants discharge to Mr. Jan Pilch, Deputy Chairman of the Supervisory Board, on account of the performance of his duties as Member of the Supervisory Board of the Company in the financial year 2023, in the period from January 1, 2023 to August 29, 2023.

**Resolution No. 19/06/2024  
of the Annual General Meeting of the Company  
of 26 June 2024  
on granting discharge to the Member of the Supervisory Board of the Company**

The Annual General Meeting of the Company hereby grants discharge to Mr. Piotr Stępnik, Chairman of the Supervisory Board, on account of the performance of his duties as Member of the Supervisory Board of the Company in the financial year 2023.

**Resolution No. 20/06/2024  
of the Annual General Meeting of the Company  
of 26 June 2024  
on granting discharge to the Member of the Supervisory Board of the Company**

The Annual General Meeting of the Company hereby grants discharge to Mr. Waclaw Szary in respect of the performance of his duties as Member of the Supervisory Board of the Company in the financial year 2023.

**Resolution No. 21/06/2024**  
**of the Annual General Meeting of the Company**  
**of 26 June 2024**  
**on granting discharge to the Member of the Supervisory Board of the Company**

The Annual General Meeting of the Company hereby grants discharge to Mr. Andrzej Szumański in respect of the performance of his duties as Member of the Supervisory Board of the Company in the financial year 2023.

**Resolution No. 22/06/2024**  
**of the Annual General Meeting of the Company**  
**of 26 June 2024**  
**on the approval of the co-optation to the Supervisory Board of Mrs. Danuta Dąbrowska in accordance with the resolution of the Supervisory Board of October 30, 2023.**

The Annual General Meeting of VRG S.A. with its registered office in Kraków (the "**Company**"), acting pursuant to paragraph 22 section 3 of the Company's Articles of Association, hereby approves the co-optation of Mrs. Danuta Dąbrowska to the Supervisory Board of the Company made on the basis of the resolution of the Supervisory Board of October 30, 2023.

**Resolution No. 23/06/2024**  
**of the Annual General Meeting of the Company**  
**of 26 June 2024**  
**on the approval of the co-optation to the Supervisory Board of Mrs. Blanka Borkowska in accordance with the resolution of the Supervisory Board of March 19, 2024.**

The Annual General Meeting of VRG S.A. with its registered office in Kraków (the "**Company**"), acting pursuant to paragraph 22 section 3 of the Company's Articles of Association, hereby approves the co-optation of Mrs. Blanka Borkowska to the Supervisory Board of the Company made on the basis of the resolution of the Supervisory Board of March 19, 2024.

**Resolution No. 24/06/2024**  
**of the Annual General Meeting of the Company**  
**of 26 June 2024**  
**on expressing an opinion on the Report of the Supervisory Board of VRG S.A. on the remuneration of Members of the Management Board and Members of the Supervisory Board of VRG S.A. for 2023**

The Annual General Meeting of the Company, pursuant to Article 395 § 21 of the CCC in conjunction with Article 90g(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 Members of the Supervisory Board of VRG S.A. for 2023.

Justification for the draft resolution No. 24/06/2024:

The resolution is a resolution adopted by the Annual General Meeting pursuant to Article 395 § 21 of the Commercial Companies Code in conjunction with Article 90g(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. 25/06/2024  
of the Annual General Meeting of the Company  
of 26 June 2024  
on the amendment to the Company's Articles of Association**

§ 1.

The General Meeting of VRG S.A. with its registered office in Kraków (hereinafter referred to as the "**Company**") hereby pursuant to Article 430 § 1. of the Commercial Companies Code and § 30 section 1 point 6) of the Company's Articles of Association hereby resolves to introduce the following changes to the Company's Articles of Association:

Paragraph 21 section 2 point 8) of the Company's Articles of Association in the previous wording:

*8) appointment of a statutory auditor to audit the financial statements,"*

is replaced by the following new wording:

*8) selection of an audit firm to audit the financial statements and attest of sustainable reporting,"*

§ 2.

The General Meeting of the Company, acting pursuant to Article 430 § 5. of the Commercial Companies Code – authorizes the Supervisory Board of the Company to determine the consolidated text of the Company's Articles of Association as a result of the amendments adopted pursuant to this resolution."

Justification of the Management Board to the draft resolution No. 25/06/2024:

The proposal to amend the Company's Articles of Association recommended by the Management Board results from the proposed amendment to Article 66(4) of the Accounting Act on the basis of the draft Act of April 17th 2024 submitted for public consultation. amending the Accounting Act, the Act on Statutory Auditors, Audit Firms and Public Oversight and Certain Other Acts, which aims to implement Directive 2022/2464 of the European Parliament and of the Council on corporate sustainability reporting (CSRD Directive). According to the proposed amendment to Article 66(4) of the Accounting Act:

*"The audit firm to audit the financial statements and attest sustainability reporting is selected by the body approving the entity's financial statements, unless the statute, agreement or other provisions of law binding on the entity provide otherwise."*

If the above amendment to the Accounting Act enters into force, in the light of the current wording of § 21.2.8 of the Company's Articles of Association, the selection of an audit firm as to the attestation of sustainability reporting would require the adoption of a resolution of the Company's General Meeting.

The purpose of the amendment to the Company's Articles of Association proposed by the Management Board is to apply a uniform principle of selecting an audit firm for both statutory audits and assurance services with respect to sustainability reporting by the Supervisory Board, without the need to convene a separate General Meeting for this purpose.



In the opinion of the Management Board, the Company's Supervisory Board, relying on the Audit Committee's recommendation in this respect, issued in accordance with the standards and requirements relating to the Company's procedure for selecting an audit firm to audit financial statements, is a body with the appropriate competence to select an audit firm to carry out the attestation of sustainable development reporting.

The proposed amendment to the Company's Articles of Association indicated in the draft resolution was positively assessed by the Company's Supervisory Board on the basis of the resolution of May 17, 2024.