

Zabka Group
Société anonyme
Registered office: 2, rue Jean Monnet, L - 2180 Luxembourg
R.C.S. Luxembourg: B263068
(the “**Company**”)

**DRAFT RESOLUTIONS TO BE PROPOSED TO THE ANNUAL GENERAL MEETING AND THE
EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY
TO BE HELD ON 9 JUNE 2026**

Luxembourg, 8 May 2026

Dear Shareholders,

Please find below the draft resolutions that will be submitted to the annual general meeting (the “**Annual General Meeting**”) and the extraordinary general meeting (the “**Extraordinary General Meeting**” and, together with the Annual General Meeting, the “**General Meetings**”) of shareholders of the Company which will be held:

**on 9 June 2026 at 1.30 p.m. (13:30 hours) (Luxembourg time)
at the registered office of the Company located at 2, rue Jean Monnet, L - 2180 Luxembourg**

Pursuant to the corporate governance principles contained in the Best Practice for Warsaw Stock Exchange Listed Companies 2021, the board of directors of the Company (the “**Board of Directors**”) hereby presents a justification for each of the draft resolutions proposed to the Annual General Meeting.

This document should be read together with the convening notice for the General Meetings published on even date herewith.

The Annual General Meeting has the following agenda:

AGENDA

1. *Presentation of (a) the annual accounts (consisting of the balance sheet, the profit and loss account and the notes to the accounts) of the Company for the financial year which ended on 31 December 2025 (the “**Annual Accounts**”); (b) the consolidated financial statements (consisting of the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of financial position, the consolidated statement of cash flows, the consolidated statement of changes in equity and the notes to the consolidated financial statements) of the*

Company and its subsidiary undertakings as of 31 December 2025 (the “**Consolidated Financial Statements**”); (c) the management report of the Board of Directors of the Company with respect to the Annual Accounts and the Consolidated Financial Statements, (the “**Management Report**”) including (i) the statement concerning the Company’s corporate governance and (ii) the report on the remuneration allocated to the members of the Board of Directors and the members of the management committee (comité de direction) of the Company during the financial year which ended on 31 December 2025 (the “**Remuneration Report**”); and (d) the reports prepared by Ernst & Young Société anonyme, with its registered office at 35E, Avenue John F. Kennedy, L - 1855 Luxembourg, R.C.S. Luxembourg B47771 (“**EY**”), the approved statutory auditor (reviseur d’entreprises agréé) of the Company, concerning the Annual Accounts and the Consolidated Financial Statements (the “**Auditor Reports**”).

2. Approval of the Annual Accounts.
3. Approval of the Consolidated Financial Statements.
4. Allocation of the results of the Company for the financial year which ended on 31 December 2025.
5. Resolutions concerning the Remuneration Report.
6. Discharge (quitus) to the members of the Board of Directors of the Company for the execution of their mandates during the financial year which ended on 31 December 2025.
7. Renewal of the mandate of Mr. Tomasz Zenon SUCHAŃSKI, as executive director of the Company until 31 December 2026 and as non-executive director of the Company with effect from 1 January 2027 and until the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2028.
8. Renewal of the mandate of Mr. István Tadeusz SZÖKE, as non-executive director of the Company until the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.
9. Renewal of the mandate of Mr. Stephan SCHÄLI, as non-executive director of the Company until the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.
10. Renewal of the mandate of Ms. Olga Barbara GRYGIER-SIDDONS, as independent non-executive director of the Company until the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.

11. *Renewal of the mandate of Ms. Anna Maria PAWLAK-KULIGA, as independent non-executive director of the Company until the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.*
12. *Appointment of Mr. Tomasz BLICHARSKI as new executive director of the Company with effect as from 1 January 2027 and for a period ending at the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.*
13. *Appointment of Mr. Krzysztof ANIOLA as non-executive director of the Company with immediate effect and for a period ending at the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.*
14. *Approval of the aggregate remuneration payable to the Board of Directors of the Company.*
15. *Renewal of the mandate of EY as statutory auditor of the Company (réviseur d'entreprises agréé) to audit the accounts of the Company and the consolidated financial statements of the Company and its subsidiary undertakings, until the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.*
16. *Appointment of EY as statutory auditor of the Company (réviseur d'entreprises agréé) to provide an assurance opinion on the sustainability reporting for the financial year ending on 31 December 2026, for a term to expire at the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.*
17. *Approval of the amended remuneration policy of the Group (as defined in the articles of association of the Company).*

PROPOSED RESOLUTIONS

1. *Presentation of (a) the annual accounts (consisting of the balance sheet, the profit and loss account and the notes to the accounts) of the Company for the financial year which ended on 31 December 2025 (the "**Annual Accounts**"); (b) the consolidated financial statements (consisting of the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of financial position, the consolidated statement of cash flows, the consolidated statement of changes in equity and the notes to the consolidated financial statements) of the Company and its subsidiary undertakings as of 31 December 2025 (the "**Consolidated Financial Statements**"); (c) the management report of the Board of Directors of the Company with respect to the Annual Accounts and the Consolidated Financial Statements, (the "**Management Report**") including (i) the statement concerning the Company's corporate governance and (ii) the report on*

the remuneration allocated to the members of the Board of Directors and the members of the management committee (comité de direction) of the Company during the financial year which ended on 31 December 2025 (the “Remuneration Report”); and (d) the reports prepared by Ernst & Young Société anonyme, with its registered office at 35E, Avenue John F. Kennedy, L - 1855 Luxembourg, R.C.S. Luxembourg B47771 (“EY”), the approved statutory auditor (reviseur d’entreprises agréé) of the Company, concerning the Annual Accounts and the Consolidated Financial Statements (the “Auditor Reports”).

No resolution is required on this item.

2. *Approval of the Annual Accounts.*

Proposed resolution No. 1:

The Annual General Meeting, after having reviewed the Management Report and the relevant Auditor Report, approves the Annual Accounts (established in accordance with the laws and regulations of the Grand Duchy of Luxembourg) for the financial year which ended on 31 December 2025 in their entirety, showing a profit for the Company of EUR 102,221,613.12.

Justification of the proposed resolution No. 1:

The Annual Accounts were reviewed by the Company’s audit committee (the “**Audit Committee**”) and audited by EY, which issued an unqualified opinion. The Annual Accounts are subject to the approval of the Annual General Meeting in accordance with the Luxembourg law of 10 August 1915 on commercial companies (the “**1915 Law**”). It is therefore required to submit the draft of this resolution, together with the Annual Accounts, to the Annual General Meeting for its approval.

The Board of Directors unanimously expresses its positive opinion on proposed resolution No. 1 and recommends its adoption in the proposed wording.

3. *Approval of the Consolidated Financial Statements.*

Proposed resolution No. 2:

The Annual General Meeting, after having reviewed the Management Report and the relevant Auditor Report, approves the Consolidated Financial Statements (determined in accordance with

the IFRS as adopted in the European Union) for the financial year which ended on 31 December 2025 in their entirety, showing a consolidated net profit of PLN 1,057,083,000.00.

Justification of the proposed resolution No. 2:

The Consolidated Financial Statements were reviewed by the Audit Committee and audited by EY, which issued an unqualified opinion. The Consolidated Financial Statements are subject to the approval of the Annual General Meeting in accordance with the 1915 Law. It is therefore required to submit the draft of this resolution, together with the Consolidated Financial Statements, to the Annual General Meeting for its approval.

The Board of Directors unanimously expresses its positive opinion on proposed resolution No. 2 and recommends its adoption in the proposed wording.

4. *Allocation of the results of the Company for the financial year which ended on 31 December 2025.*

Proposed resolution No. 3:

The Annual General Meeting acknowledges that the (standalone) profit of the Company to be allocated amounts to EUR 102,221,613.12.

On this basis, the Annual General Meeting, upon the proposal of the Board of Directors, resolves to:

- (i) allocate an amount of EUR 24,551,043.71 to cover losses brought forward, as recorded in the Annual Accounts;
- (ii) allocate out of the profits an amount equal to EUR 5,111,080.66 to the legal reserve;
- (iii) declare an annual dividend of an aggregate amount of EUR 124,574,947.38, which corresponds to a dividend per share of EUR 0.12 (equivalent to, respectively PLN 530,751,563.32 and PLN 0.53 based on the EUR/PLN spot exchange rate published on the website of the European Central Bank after 4 pm (16:00 hours) (CET) of 30 April 2026).

The Annual General Meeting, upon the proposal of the Board of Directors, further resolves that:

- (i) the declared dividend shall be paid out of the profit for the financial year ending on 31 December 2025 and share premium; and

- (ii) the amount of the declared dividend shall be paid on 31 July 2026 in PLN as set out above to shareholders of record on 27 July 2026.

Justification of the proposed resolution No. 3:

The Luxembourg law of 19 December 2002 on the Register of Commerce and the accounting and annual accounts of undertakings (the “**2002 Law**”) requires the allocation of the results to be published with the Annual Accounts (in case this item does not appear in the Annual Accounts themselves). Under the 1915 Law, the annual general meeting of the shareholders of the Company shall decide on the allocation of the profits/losses of the Company.

The Board of Directors unanimously proposes to the shareholders the payment of a dividend in an amount representing approximately 50% of the Group’s consolidated net profit achieved in 2025 in line with the Capital Allocation Policy adopted by the Company on 30 September 2025.

The Board of Directors highlights that, on 5 May 2026, it resolved to cancel the right to dividends pertaining to the shares held in treasury by the Company in accordance with article 430-18(1), paragraph 1°, of the 1915 Law. Therefore, the dividends pertaining to the treasury shares increased the amount of the dividends payable to the other shareholders.

5. *Resolutions concerning the Remuneration Report.*

Proposed resolution No. 4:

The Annual General Meeting resolves by an advisory vote to approve the Remuneration Report for the financial year which ended on 31 December 2025.

Justification of the proposed resolution No. 4:

Pursuant to article 7ter of the Luxembourg law of 24 May 2011 on the exercise of certain rights of shareholders in general meetings of listed companies and implementing Directive 2007/36/EC of the European Parliament and the Council of 11 July 2007 (the “**2011 Law**”), the Company must draw-up a remuneration report providing a comprehensive overview of the remuneration, including all benefits in whatever form, awarded or due during the most recent financial year to each member of the Board of Directors, including to newly recruited and to former directors, in accordance with the Company’s remuneration policy.

In accordance with article 7ter(4) of the 2011 Law, the Annual General Meeting has the right to hold an advisory vote on the Remuneration Report. Accordingly, this draft resolution is submitted to the Annual General Meeting.

The Board of Directors unanimously expresses its positive opinion on proposed resolution No. 4 and recommends its adoption in the proposed wording.

6. *Discharge (quitus) to the members of the Board of Directors of the Company for the execution of their mandates during the financial year which ended on 31 December 2025.*

Proposed resolution No. 5:

The Annual General Meeting resolves to grant discharge (*quitus*) to the members of the Board of Directors of the Company for the execution of their mandates during the financial year which ended on 31 December 2025.

Justification of the proposed resolution No. 5:

Pursuant to the 1915 Law, granting discharge to the members of the Board of Directors falls within the exclusive competence of the Annual General Meeting. In light of this, the Board of Directors only notes that the voting result should reflect the Annual General Meeting's assessment of the activities carried out by the members of the Board of Directors during their tenure.

The Board of Directors unanimously expresses its positive opinion on proposed resolution No. 5 and recommends its adoption in the proposed wording.

7. *Renewal of the mandate of Mr. Tomasz Zenon SUCHAŃSKI, as executive director of the Company until 31 December 2026 and as non-executive director of the Company with effect from 1 January 2027 and until the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2028.*

Proposed resolution No. 6:

The Annual General Meeting resolves to approve the renewal of the mandate of Mr. Tomasz Zenon SUCHAŃSKI, as executive director of the Company until 31 December 2026 and as non-executive director of the Company with effect from 1 January 2027 and until the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2028.

Justification of the proposed resolution No. 6:

The mandate of Mr. Tomasz SUCHAŃSKI will come to an end on the date of the Annual General Meeting. Pursuant to the 1915 Law, the appointment of the members of the Board of Directors falls within the competence of the general meeting of the shareholders of the Company. It is therefore required to submit the draft of this resolution to the Annual General Meeting.

Without prejudice to the foregoing, considering the individual qualifications and experience of Mr. Tomasz SUCHAŃSKI, the circumstance that he served as amongst others Group CEO and President of the Management Committee (*comité de direction*) of the Company during the last two financial years, as President of the Management Board of Żabka Polska sp. z o.o. for the last ten years as well as his contribution to the growth of the Company during the financial year which ended on 31 December 2025, the Board of Directors concluded that the mandate of Mr. Tomasz SUCHAŃSKI should be renewed for a three-year term.

Mr. Tomasz SUCHAŃSKI will retain his own current qualification of executive director until 31 December 2026.

Considering his proven track record and his deep knowledge of the Group, the Board of Directors intends to appoint him also as chairperson of the Board of Directors (the “**Chairperson**”) in replacement of the outgoing Chairperson Mr. Krzysztof Piotr KRAWCZYK.

In this regard, the Board of Directors highlights that Heket Topco S.à r.l. (i.e., the “Main Shareholder” as defined in the articles of association of the Company) has waived in writing its right to indicate the name of the next Chairperson replacing Mr. Krzysztof Piotr KRAWCZYK and gave the floor to the Board of Directors to elect the Chairperson.

Hence, until 31 December 2026, Mr. Tomasz SUCHAŃSKI will cumulate the role of Group CEO and of Chairperson. In such capacities, he will collaborate with the other members of the Board of Directors and the executive teams to ensure a smooth transition of the executive powers within the Group.

From 1 January 2027, Mr. Tomasz SUCHAŃSKI will assume the role of non-executive director, stepping down from his Group CEO role, from his post within the Management Committee (*comité de direction*) of the Company and from the executive role of President of the Management Board which he holds in Żabka Polska sp. z o.o.

The Board of Directors unanimously expresses its positive opinion on proposed resolution No. 6 and recommends its adoption in the proposed wording.

8. *Renewal of the mandate of Mr. István Tadeusz SZÖKE, as non-executive director of the Company until the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.*

Proposed resolution No. 7:

The Annual General Meeting resolves to approve the renewal of the mandate of Mr. István Tadeusz SZÖKE, as non-executive director of the Company, until the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.

Justification of the proposed resolution No. 7:

The mandate of Mr. István Tadeusz SZÖKE will come to an end on the date of the Annual General Meeting. Pursuant to the 1915 Law, the appointment of the members of the Board of Directors falls within the competence of the general meeting of the shareholders of the Company. It is therefore required to submit the draft of this resolution to the Annual General Meeting.

Without prejudice to the foregoing, considering the individual qualifications and experience of Mr. István Tadeusz SZÖKE, the Board of Directors concluded that the mandate of Mr. István Tadeusz SZÖKE should be renewed for another one-year term.

The Board of Directors also highlights that Heket Topco S.à r.l. (i.e., the “Main Shareholder” as defined in the articles of association of the Company) has nominated Mr. István Tadeusz SZÖKE as its candidate to be appointed to the Board of Directors.

Mr. István Tadeusz SZÖKE will retain his own current qualification of non-executive director.

The Board of Directors unanimously expresses its positive opinion on proposed resolution No. 7 and recommends its adoption in the proposed wording.

9. *Renewal of the mandate of Mr. Stephan SCHÄLI, as non-executive director of the Company until the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.*

Proposed resolution No. 8:

The Annual General Meeting resolves to approve the renewal of the mandate of Mr. Stephan SCHÄLI, as non-executive director of the Company, until the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.

Justification of the proposed resolution No. 8:

The mandate of Mr. Stephan SCHÄLI will come to an end on the date of the Annual General Meeting. Pursuant to the 1915 Law, the appointment of the members of the Board of Directors falls within the competence of the general meeting of the shareholders of the Company. It is therefore required to submit the draft of this resolution to the Annual General Meeting.

Without prejudice to the foregoing, considering the individual qualifications and experience of Mr. Stephan SCHÄLI, the Board of Directors concluded that the mandate of Mr. Stephan SCHÄLI should be renewed for another one-year term.

The Board of Directors also highlights that PG Investment Company 1113B S.à r.l. (i.e., the “PG Shareholder” as defined in the articles of association of the Company) has nominated Mr. Stephan SCHÄLI as its candidate to be appointed to the Board of Directors.

Mr. Stephan SCHÄLI will retain his own current qualification of non-executive director.

The Board of Directors unanimously expresses its positive opinion on proposed resolution No. 8 and recommends its adoption in the proposed wording.

10. *Renewal of the mandate of Ms. Olga Barbara GRYGIER-SIDDONS, as independent non-executive director of the Company until the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.*

Proposed resolution No. 9:

The Annual General Meeting resolves to approve the renewal of the mandate of Ms. Olga Barbara GRYGIER-SIDDONS, as independent non-executive director of the Company, until the annual

general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.

Justification of the proposed resolution No. 9:

The mandate of Ms. Olga Barbara GRYGIER-SIDDONS will come to an end on the date of the Annual General Meeting. Pursuant to the 1915 Law, the appointment of the members of the Board of Directors falls within the competence of the general meeting of the shareholders of the Company. It is therefore required to submit the draft of this resolution to the Annual General Meeting.

Without prejudice to the foregoing, considering the individual qualifications and experience of Ms. Olga Barbara GRYGIER-SIDDONS, her continuing role as Chairperson of the Audit Committee since the establishment of the Audit Committee, the Board of Directors concluded that the mandate of Ms. Olga Barbara GRYGIER-SIDDONS should be renewed for another one-year term.

Ms. Olga Barbara GRYGIER-SIDDONS will retain her own current qualification of independent non-executive director.

The Board of Directors unanimously expresses its positive opinion on proposed resolution No. 9 and recommends its adoption in the proposed wording.

11. *Renewal of the mandate of Ms. Anna Maria PAWLAK-KULIGA, as independent non-executive director of the Company until the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.*

Proposed resolution No. 10:

The Annual General Meeting resolves to approve the renewal of the mandate of Ms. Anna Maria PAWLAK-KULIGA, as independent non-executive director of the Company, until the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.

Justification of the proposed resolution No. 10:

The mandate of Ms. Anna Maria PAWLAK-KULIGA will come to an end on the date of the Annual General Meeting. Pursuant to the 1915 Law, the appointment of the members of the Board of

Directors falls within the competence of the general meeting of the shareholders of the Company. It is therefore required to submit the draft of this resolution to the Annual General Meeting.

Without prejudice to the foregoing, considering the individual qualifications and experience of Ms. Anna Maria PAWLAK-KULIGA, the Board of Directors concluded that the mandate of Ms. Anna Maria PAWLAK-KULIGA should be renewed for another one-year term.

Ms. Anna Maria PAWLAK-KULIGA will retain her own current qualification of independent non-executive director.

The Board of Directors unanimously expresses its positive opinion on proposed resolution No. 10 and recommends its adoption in the proposed wording.

12. *Appointment of Mr. Tomasz BLICHARSKI as new executive director of the Company with effect as from 1 January 2027 and for a period ending at the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.*

Proposed resolution No. 11:

The Annual General Meeting resolves to approve the appointment of Mr. Tomasz BLICHARSKI, as a new executive director of the Company with effect as of 1 January 2027 and for a period ending at the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.

Justification of the proposed resolution No. 11:

Pursuant to the 1915 Law, the appointment (or the renewal of the mandate) of the members of the Board of Directors falls within the competence of the general meeting of the shareholders of the Company. It is therefore required to submit the draft of this resolution to the Annual General Meeting.

On 5 May 2026, the Board of Directors approved and resolved, among others, to propose and submit to the approval of the Annual General Meeting the appointment of Mr. Tomasz BLICHARSKI, as a new executive director of the Company, as part of the proposed strengthened leadership model and strategic continuity reorganisation of the composition of the Board of Directors.

Mr. Tomasz BLICHARSKI has been a member of the Management Committee (*comité de direction*) of the Company since its establishment in June 2024. Within the Management Committee, Mr. Tomasz BLICHARSKI held the role of Group Chief Strategy & Development Officer and in such capacity, he has focused on developing and implementing the Group strategy in every area of operations. He has also been in charge of the Group's Value Creation Plan and ESG agenda.

Furthermore, Mr. Tomasz BLICHARSKI has held other key responsibility roles within the Group entities such as that of, among others, Executive Vice President of the Management Board of Żabka Polska sp. z o.o., with which he has been associated since 2011 and that of member of the board of directors of Zabka International S.à r.l. and Froo Romania Holding S.A.

In light of the above, the Board of Directors considered him as the best fit for an executive role with the Board of Directors and for stepping in the role of Group CEO after a transitional period during which, as member of the Management Committee of the Company, he will shadow the current Group CEO Mr. Tomasz SUCHAŃSKI until he will assume the overall responsibility for the management of the Group.

It is also envisaged that, from 1 January 2027, Mr. Tomasz BLICHARSKI will assume the role of President of the Management Committee of the Company currently held by Tomasz SUCHAŃSKI, who will step down and the role of President of the Management Board of Żabka Polska sp. z o.o.

The Board of Directors unanimously expresses its positive opinion on proposed resolution No. 11 and recommends its adoption in the proposed wording.

13. *Appointment of Mr. Krzysztof ANIOLA as non-executive director of the Company with immediate effect and for a period ending at the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.*

Proposed resolution No. 12:

The Annual General Meeting resolves to approve the appointment of Mr. Krzysztof ANIOLA as non-executive director of the Company with immediate effect and for a period ending at the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.

Justification of the proposed resolution No. 12:

Pursuant to the 1915 Law, the appointment (or the renewal of the mandate) of the members of the Board of Directors falls within the competence of the general meeting of the shareholders of the Company. It is therefore required to submit the draft of this resolution to the Annual General Meeting.

On 5 May 2026, the Board of Directors approved and resolved, among others, to propose and submit to the approval of the Annual General Meeting the appointment of Mr. Krzysztof ANIOLA, as a new non-executive director of the Company, as part of the proposed reorganisation of the composition of the Board of Directors.

The Board of Directors also highlights that Heket Topco S.à r.l. (i.e., the “Main Shareholder” as defined in the articles of association of the Company) has nominated Mr. Krzysztof ANIOLA as its candidate to be appointed to the Board of Directors.

The Board of Directors unanimously expresses its positive opinion on the proposed resolution No. 12 and recommends its adoption in the proposed wording.

14. Approval of the aggregate remuneration payable to the Board of Directors of the Company.

Proposed resolution No. 13:

The Annual General Meeting resolves to approve the aggregate gross remuneration for all members of the Board of Directors of the Company in that capacity of an amount of up to EUR 700,000.00 (the “**Aggregate Remuneration**”), which shall be payable for a period beginning on the date of the Annual General Meeting and ending at the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.

The Annual General Meeting resolves to empower the Board of Directors to allocate, in whole or in part, the amount of the Aggregate Remuneration amongst its members as the Board of Directors deems appropriate, any unallocated amount being retained by the Company.

The Annual General Meeting resolves that each member of the Board of Directors shall also be entitled to the reimbursement of the expenses incurred in the performance of his/her mandate upon presentation of valid supporting receipts.

Justification of the proposed resolution No. 13:

Article 8.10 of the articles of association of the Company states that “[t]he members of the Board of Directors are entitled to [a] remuneration decided in aggregate by the General Meeting. The Board of Directors shall resolve on the sharing of such aggregate remuneration between the members of the Board of Directors [...]”.

On 5 May 2026, the Board of Directors approved and resolved, among others, to propose and submit to the approval of the Annual General Meeting (i) the Aggregate Remuneration and (ii) that, in addition to the Aggregate Remuneration, each member of the Board of Directors shall also be entitled to the reimbursement of the expenses incurred in the performance of his/her mandate upon presentation of valid supporting receipts.

The Board of Directors notes that the amount of the Aggregate Remuneration has been calculated assuming a period of 12 months between the date of the Annual General Meeting and the date of the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.

Hence, should the latter annual general meeting of the shareholders of the Company be convened on a date which is earlier or later than the anniversary of the Annual General Meeting, the amount of the Aggregate Remuneration shall be adjusted *pro rata temporis* by reference to the period falling before or after the anniversary of the Annual General Meeting.

The entitlement of each member of the Board of Directors to the reimbursement of expenses incurred in the performance of his/her mandate is consistent with the current practices of the Company.

15. *Renewal of the mandate of EY as statutory auditor of the Company (réviseur d'entreprises agréé) to audit the accounts of the Company and the consolidated financial statements of the Company and its subsidiary undertakings, until the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.*

Proposed resolution No. 14:

The Annual General Meeting resolves to approve the renewal of the mandate of EY as statutory auditor of the Company (*réviseur d'entreprises agréé*) to audit the accounts of the Company and the consolidated financial statements of the Company and its subsidiary undertakings until the

annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.

Justification of the proposed resolution No. 14:

The appointment (or the renewal of the mandate) of the statutory auditor of the Company (*réviseur d'entreprises agréé*) falls within the exclusive competence of the Annual General Meeting. It is therefore required to submit the draft of this resolution to the Annual General Meeting.

The Board of Directors unanimously expresses its positive opinion on proposed resolution No. 14 and recommends its adoption in the proposed wording.

16. *Appointment of EY as statutory auditor of the Company (réviseur d'entreprises agréé) to provide an assurance opinion on the sustainability reporting for the financial year ending on 31 December 2026, for a term to expire at the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.*

Proposed resolution No. 15:

The Annual General Meeting resolves to approve the appointment of EY as statutory auditor of the Company (*réviseur d'entreprises agréé*) to provide an assurance opinion on the sustainability reporting for the financial year ending on 31 December 2026, for a term to expire at the annual general meeting of the shareholders of the Company approving the annual accounts for the financial year ending on 31 December 2026.

Justification of the proposed resolution No. 15:

The appointment (or the renewal of the mandate) of the statutory auditor of the Company (*réviseur d'entreprises agréé*) falls within the exclusive competence of the Annual General Meeting. It is therefore required to submit the draft of this resolution to the Annual General Meeting.

The Board of Directors notes that, despite the Grand-Duchy of Luxembourg has not yet implemented Directive (EU) 2022/2464 of 14 December 2022 as regards corporate sustainability reporting (the “CSRD”), the Company opted to voluntarily apply sustainability reporting

requirements provided in the CSRD as from the financial year 2024 and followed the same approach for the financial year 2025.

Hence, the Management Report includes a section headed “Sustainability Statements” incorporating said requirements. Furthermore, a “Limited assurance Report on sustainability information” prepared by EY is available on the Company’s website.

The Board of Directors unanimously expresses its positive opinion on proposed resolution No. 15 and recommends its adoption in the proposed wording.

17. *Approval of the amended remuneration policy of the Group (as defined in the articles of association of the Company).*

Proposed resolution No. 16:

The Annual General Meeting resolves to approve the amended Group’s remuneration policy, following its adoption by the Board of Directors.

Justification of the proposed resolution No. 16:

Pursuant to article 7bis, paragraph (5), of the 2011 Law, the Company must submit the remuneration policy to a vote of the general meeting of its shareholders at every material change and in any case at least every four years.

The Group’s remuneration policy had been lastly submitted to the vote of the Company’s shareholder at the extraordinary general meeting which was held on 10 October 2024.

On 5 May 2026, the Board of Directors approved and resolved, among others, to adopt an amended remuneration policy for submission to the approval of the shareholders of the Company at the Annual General Meeting.

The proposed amendments to the Remuneration Policy include the new terms and conditions applicable to the remuneration of the Chairperson of the Board of Directors and are aimed at facilitating succession process and the transition of roles within the Board of Directors.

The key novelties include: (i) the possibility that the Chairperson is appointed to other positions with any of the Company’s subsidiaries or perform work or services for any of the Company’s subsidiaries for remuneration; (ii) the possibility for the Chairperson of receiving variable remuneration in the form of LTIP; and (iii) empowering the Board of Directors to allocate to the

Chairperson additional in-kind benefits for the proper and diligent performance of the duties entrusted to him/her.

The Board of Directors unanimously expresses its positive opinion on proposed resolution No. 16 and recommends its adoption in the proposed wording.

The Extraordinary General Meeting has the following agenda:

AGENDA

- 1. Approval of the conversion of the currency in which the share capital of the Company is expressed from Euro (EUR) to Polish zloty (PLN) and the consequential replacement of the amounts of the issued share capital and the authorised share capital of the Company respectively set forth in paragraphs 1 and 2 of Article 5 (Share Capital) of the articles of association of the Company with a corresponding amount expressed in Polish zloty (PLN) (the “**Currency Conversion**”). If approved, the Currency Conversion will become effective as of 1 January 2027 and the EUR/PLN spot exchange rate which will be used to make the Currency Conversion shall be the rate of the last working day in the month of December 2026, as published on the website of the European Central Bank.*

PROPOSED RESOLUTIONS

- 1. Approval of the conversion of the currency in which the share capital of the Company is expressed from Euro (EUR) to Polish zloty (PLN) and the consequential replacement of the amounts of the issued share capital and the authorised share capital of the Company respectively set forth in paragraphs 1 and 2 of Article 5 (Share Capital) of the articles of association of the Company with a corresponding amount expressed in Polish zloty (PLN) (the “**Currency Conversion**”). If approved, the Currency Conversion will become effective as of 1 January 2027 and the EUR/PLN spot exchange rate which will be used to make the Currency Conversion shall be the rate of the last working day in the month of December 2026, as published on the website of the European Central Bank.*

Proposed resolution No. 1:

The Extraordinary General Meeting resolves to approve the Currency Conversion, as such term is defined at point 1 of the agenda of the Extraordinary General Meeting.

The Extraordinary General Meeting resolves to approve that the Currency Conversion will become effective as of 1 January 2027 and the EUR/PLN spot exchange rate, which will be used to make the Currency Conversion shall be the rate of the last working day in the month of December 2026, as published on the website of the European Central Bank.

The Extraordinary General Meeting further resolves to authorise the Board of Directors to:

- (i) do all things necessary or desirable to amend the articles of association of the Company to reflect and record the Currency Conversion with effect as of 1 January 2027 and on the basis of the EUR/PLN spot exchange rate which will be published on the website of the European Central Bank on the last working day in the month of December 2026, including, without limitation, determining on the basis of such exchange rate the exact amount of the issued share capital and authorised share capital of the Company in PLN, and restating Article 5 of the articles of association accordingly;
- (ii) take or authorise any actions necessary or desirable for the execution and/or publication of the Currency Conversion in accordance with the Law of 10 August 1915 on commercial companies, as amended; and
- (iii) delegate to any member of the Board of Directors or to any other person the duties of appearing in front of a notary in Luxembourg as soon as possible in the month of January 2027 and signing a notarial deed of record (*acte de constat*) implementing the Currency Conversion.

Justification of the proposed resolution No. 1:

In accordance with Luxembourg law, the share capital of the Company may be expressed in a currency other than EUR provided that such alternative currency is freely convertible.

On 28 April 2026, the Board of Directors approved and resolved, among others, to propose and submit to the approval of the Extraordinary General Meeting the Currency Conversion with effect from 1 January 2027.

If approved, the Currency Conversion will also result in a change of the functional currency of the Company. Consequently, starting from the financial year 2027, the annual accounts (consisting of the balance sheet, the profit and loss account and the notes to the accounts) of the Company will be drawn up in PLN.

The Board of Directors notes that the Currency Conversion will streamline the financial operations of the Company, considering that approximately 94% of the consolidated revenues of the Group are generated in Poland and that the annual Group consolidated financial statements are already drawn up in PLN. Moreover, given that shares in the Company trade in PLN on the Warsaw Stock Exchange, the Company's standalone performance will be even more immediately accessible.

The circumstance that, if approved, the Currency Conversion will be effective as of 1 January 2027 – i.e., from the first day of the Company's next financial year – aims at making the process simple and ensuring its neutrality for the Company's shareholders.

More specifically, the Company will not be required to modify the accounting procedures and prepare interim/transition balance sheets for the on-going financial year 2026. At the same time, potential fluctuations of the EUR/PLN exchange rates during the financial year 2026 will not affect the results of the Company for such year.

Given the relatively long period between the date of the Extraordinary General Meeting and the date on which the Currency Conversion will become effective, the Board of Directors, with the assistance of the Company's legal advisers as to matters of Luxembourg law and the notary in charge of drawing up the minutes of the Extraordinary General Meeting, identified as the most appropriate EUR/PLN exchange rate the spot exchange rate which will be published on the website of the European Central Bank on the last working day in the month of December 2026.

As the shares in the Company have no nominal value, the amount of its share capital will be converted from EUR to PLNs without changing the number of shares representing it.

The Board of Directors unanimously expresses its positive opinion on proposed resolution No. 1 and recommends its adoption in the proposed wording.